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### Disclaimer

We have exercised utmost care in the preparation of this report. It contains forecasts and/or information relating to forecasts. Forecasts are based on facts, expectations, and/or past figures. As with all forward-looking statements, forecasts are connected with known and unknown uncertainties, which may mean the actual results may deviate significantly from the forecast. Forecasts prepared by the third parties, or data or evaluations used by third parties and mentioned in this communication, may be inappropriate, incomplete, or falsified. We cannot assess whether information in this report has been taken from third parties, or these provide the basis of our own evaluations, such use is made known in this report. As a result of the above-mentioned circumstances, we can provide no warranty regarding the correctness, completeness, and up-to-date nature of information taken, and declared as being taken, from third parties, as well as for forward-looking statements, irrespective of whether these are derived from third parties or ourselves. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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To get the online version of this report or for any other information log on to **[www.justdial.com](http://www.justdial.com)**

# Every big picture is the sum of its many details.

**Today, India is among the top global contenders in the ease of doing business. An important factor that has shaped this is the success ratio and business capabilities of the SMEs in the country.**

**And one such premier platform that has made it possible is Just Dial.**

What started off as a search engine, listing local businesses has today burgeoned into a multi-faceted portal that SMEs depend on for scaling up their businesses and users swear by for meeting their every need. We are striding ahead, by extending across categories, diversifying across services and innovating newer facilities in the bid to enable business owners to thrive and help our users simplify their lives.

Because we know that enabling businesses & empowering users are the twin core details that make up the big picture of a flourishing economy!



# Numbers the Matter



## Business partners



**16.3mn**

Businesses listed on our portal as on  
March 31, 2016



**3.69lacs**

Number of campaigns as on March 31, 2016

## Users



**242mn**

Our total number of unique visitors in 2015-16



**Leading**

One of the leading local search engines  
in India



**61mn**

Ratings and reviews during the year in 2015-16

# Financials



**₹6,908mn**

Revenue for the year 2015-16



**28.45%**

5-year CAGR in total revenue till 2015-16



**₹1,418mn**

Profit after tax for the year 2015-16



**29.40%**

5-year CAGR in profit after tax till 2015-16



**₹1,705mn**

Operating EBITDA for the year 2015-16



**30.57%**

EBITDA margin for the year 2015-16



**₹1,497mn**

Cash flow from operations for the year 2015-16



**18.92%**

PAT margin for the year 2015-16



**₹6,715mn**

Network as on March 31, 2016



**24.69%**

Operating EBITDA margin for the year 2015-16

# Just Dial - An Introduction

Established over two decades ago, Just Dial is today India's premier local search engine company offering services and products across various categories. Today we have evolved as the only company enabling 'search' plus 'transact' services across multiple categories and platforms. Riding the online revolution, we have enabled several SMEs to grow their businesses and have empowered users with accessibility and availability of multiple products and services at the comfort of a click.



## Our Mission

To provide fast, free, reliable and comprehensive information to our users, connecting buyers to sellers anytime, anywhere.



## Our Service Platforms

We offer our services across multiple platforms like voice, web, mobile internet and mobile applications, so as to enable easy access of information and allow users to transact at their convenience.

We are meeting our user's needs and enabling SME businesses to grow, by creating a holistic, responsive and effective informative environment. We are investing in our digital capabilities and expanding our network across the country for a wider and deeper reach.

### PC Internet

[www.justdial.com](http://www.justdial.com)



### Mobile Internet



JD (Just Dial app) and WAP services (t.justdial.com)

### Voice / SMS

**8888888888**

24x7 Operator assisted hotline number

## Search made simple

We always work towards creating and strengthening our operational capabilities which are simpler and more efficient today, owing to further system enhancements and integration on our part. In the process, we have succeeded in becoming more responsive to the changing user expectations while maintaining our leadership in the country's 'local search' industry.

Here is the crux of what makes our user's life simple:



Auto-suggest feature for search



Search and Transact engine



Enriched data with operating hours / pictures / videos / directions / maps



Being a one stop destination for various needs



Ratings and reviews by users with a special focus on Friend's Ratings



More than 30 search plus services available on the platform



Location based search services



Company / product / category searches



Multi-lingual support



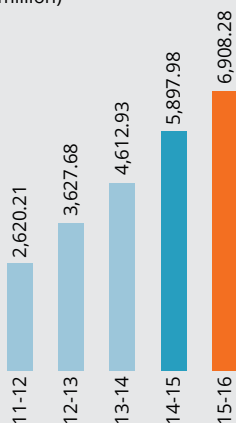
24x7 support

# Financial Trend



## Operating Revenues

(₹ million)

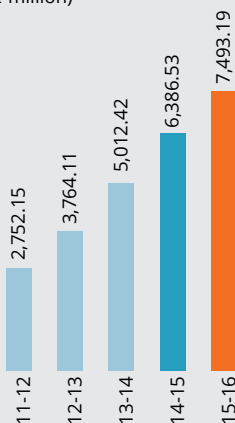


**27%** 5-year CAGR



## Total Income

(₹ million)

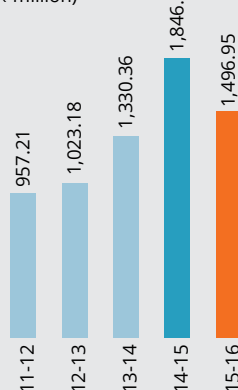


**28%** 5-year CAGR



## Net Cash Flow From Operations

(₹ million)

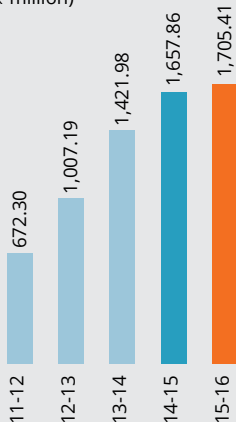


**12%** 5-year CAGR



## Operating EBIDTA\*

(₹ million)

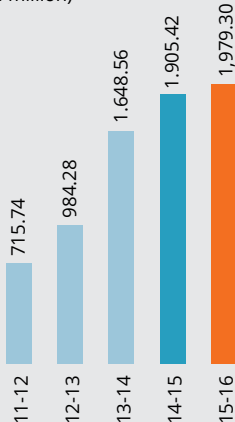


**26%** 5-year CAGR



## Profit Before Tax

(₹ million)

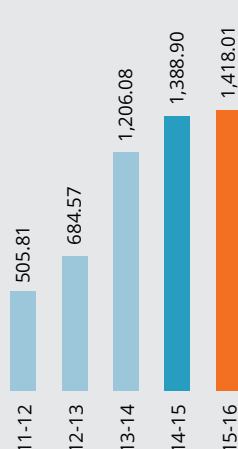


**29%** 5-year CAGR



## Profit After Tax

(₹ million)



**29%** 5-year CAGR

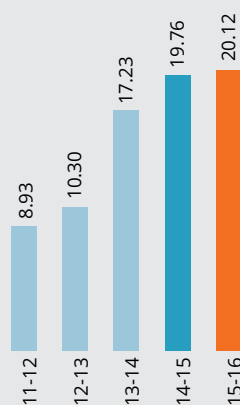
\* Operating EBIDTA is arrived at by reducing operating expenses i.e. Employee expenses and other expenses from operating revenue. It does not include interest, taxes, depreciation and amortisation expenses or other income. Operating EBIDTA for 2015-16 is after considering ESOP expenses of ₹205.55 million





### Earnings Per Share (Basic)

(₹)

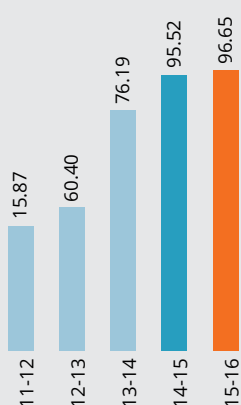


**23%** 5-year CAGR



### Net Asset Value per share

(₹)

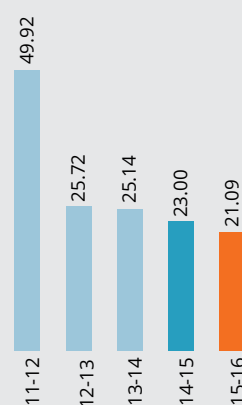


**57%** 5-year CAGR

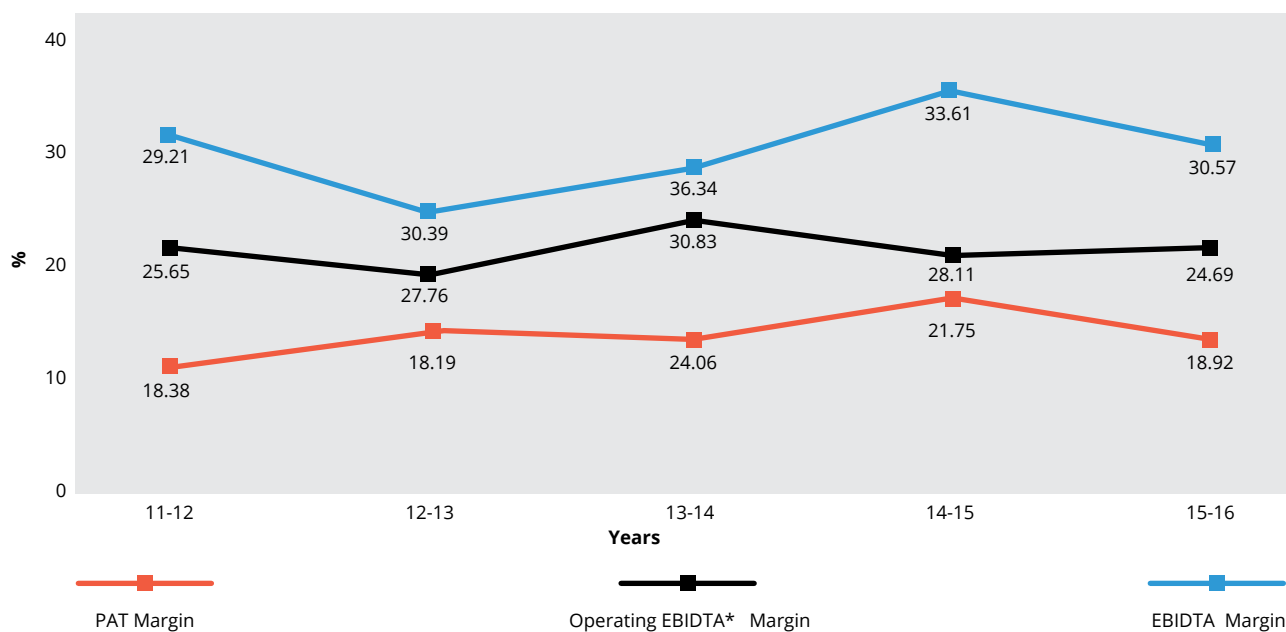


### Return on Net Worth (RONW)

(%)



### Margins (%)



\* Operating EBITDA for 2015-16 is after considering ESOP expenses of ₹ 205.55 million for the year.

# Message from the Managing Director and Chief Executive Officer



One of the key aspects to the level-next growth for the country is 'internet'. An increasing number of the country's population is getting on to digital and internet bandwagon. With more than 250 million people using internet in 2015, it is expected more than 500 million will be a part of the digital revolution by 2018.

To my fellow Shareholders,

**Since Just Dial's founding almost 20 years ago, we have only grown from strength to strength, earning the trust of our users, SME partners and creating value for our stakeholders.**

**As we began our journey, I had a vision and how we would work towards bringing 'convenience' at your doorstep. Bringing people together, empowering small businesses and redefining user experience - not just for the next few years but over the next few decades.**

The year 2016 started with a global and economic turmoil, amidst weak aggregate demand, falling commodity prices and increasing financial market volatility in major economies. The rebalancing of Chinese economy, UK's exit from the European Union, the geopolitical risks in the Middle East, the slowdown of the US economy and volatility in the emerging economies - are some of the factors that will shape the current year, as we move on from a modest 3.1% growth in 2015.

However, India continued to remain buoyant despite the global challenges. With useful reforms undertaken and bucket of reforms already announced that are yet to be implemented, the country is indeed poised to report strong economic growth in the near hindsight. Increased exports, higher capital inflows and contained fiscal deficit helped the country report a GDP growth of 7.6% in 2015-16. Going ahead, led by our dynamic Prime Minister and his team, the country sits on cusp of optimism, backed by several growth factors to emerge stronger in the coming years.

One of the key aspects to the level-next growth for the country is 'internet'. An increasing number of the country's population is getting on to digital and internet bandwagon. With more than 250 million people using internet in 2015, it is expected more than 500 million will be a part of the digital revolution by 2018. As per government estimates, the internet market will be worth \$ 50 billion by 2018.

At Just Dial, we continue to align ourselves with the evolving industry trends, reshaping our business model to ensure sustainability and growth. We are witnessing overall trend in Indian e-commerce industry moving towards personalization: the defining of a unique, emotional, yet flexible experience. With the continuing development of technical solutions allowing for ever more interactive models, e-commerce seems predestined to fulfill such expectations. Personalized

## Message from the MD and CEO

marketing and customized approaches based on individual user requirements will gain importance in the coming years.

This shift was reflected in our operational achievements with more than a million new business listings on our portal during the year under review, taking the total listings to 16.3 million. This was complimented by more than 242 million unique visitors (across our multiple platforms) during the year, a growth of 11% from the previous year. On a fundamental basis, we executed financial discipline, with our topline growing by 17.13% to ₹6,908.28 million for FY 2015-16 against ₹5,897.98 million in FY 2014-15. The profit after tax witnessed marginal growth of 2.10%, stood at ₹1,418.02 million for FY 2015-16 against ₹1,388.90 million in FY 2014-15. This was further reflected with improved Operating EBITDA and PAT margins, which stood at 24.69% and 18.92% respectively for the year.

These financial matrices are a validation of our business model, notwithstanding the macro and micro economic factors. Our confidence and faith in the SMEs and entrepreneurial spirit is today further fuelled by some major initiatives from the government as well. Right from 'Make in India' to 'Skill India', there is a spring in the step in the people of the country. This is complimented with the major drive to connect the country with internet, bridging the gap and enabling accessibility.

This digital synergy is only poised to make things better for the SMEs, the users and our Company. For the SMEs, we think the platform of Just Dial has been a 'game changer'. Our range of offerings (paid and unpaid listings) has not only been economical for them, but has helped them reach out to a vast target audience. Compare this to them setting up their own app or customised standard website, which would not only be unfeasible but be less profitable. With us being their partners, the SMEs have been able to scale their businesses, sustain their qualitative services / products, widen their reach, enhance their goodwill and create a sustainable livelihood.

Talking about users, they have also reaped the rewards of digitisation, with our 'life made easy philosophy.' Our belief in engagement was visible, with people spending more time on using our services. With underlying technical transition, and evolution of services, we witnessed significant increase in visitors across our multiple platforms. With the introduction of cross-functionality services and Search Plus, we have empowered businesses on one hand and enriched user experiences on the other.

From the Company perspective, we have innovated in more ways than one. While Search Plus continues to gain traction on ground, we recently launched JD Omni - another game changing offering ready to change the e-commerce landscape of the country. Backed by cloud services, real-time data and customised convenience, JD Omni will not only help SMEs connect better, but do business better with efficiency, transparency and effectiveness. With use of JD Omni we remain committed to our goal of creating an enriched value system - more business for SMEs (online and offline) and enduring experiences for our users.

In terms of our ambit of services, we further widened the basket, adding new services like - railway ticket booking, buy insurance, invest in mutual funds and bill payments, cab bookings among others.

With a widening ambit of internet options, cheaper data plan, cheaper smartphones, high speed data connectivity and increased traction on internet, the entire eco-system of online and offline commerce inter-play moves to a new level. We look at this space with large users, ensuring them with accessibility and availability to services and products that were earlier not thought of - all under one roof.

Our transition from being India's leading 'search engine player' to an emerging and preferred 'search plus transact' player is what gives us the edge. From services that don't involve movement of physical goods (like a doctor's appointment) to buying grocery, medicines and more - are under a single eco-system called 'Just Dial'. Our strategy to leverage the entrepreneurial spirit of SMEs locally and create a balanced portfolio of choice for users is what will drive us ahead.

Increasing internet and mobile penetration, growing acceptability of online payments and favourable demographics have provided the companies in the e-commerce sector in India the unique opportunity to connect with their customers. Rising incomes and a larger variety of goods and services that can be bought over the internet is making online transactions more attractive, seamless and convenient for users all over the country.

Browsing trends have broadly shifted to mobile devices in India and online shopping is also expected to follow suit, as one out of three users currently makes transactions through mobiles. Hence, Just Dial is expected to benefit from such changing trends as we provide a master app wherein all the facilities that are in the online space are available at one place. We target to become a one stop destination for search and transactions alike.

With growing internet, mobile and web based penetration, increasing acceptance of online payment systems, we expect the online local search space and various other transactions to witness robust growth in the near future. We continue to remain focused on not just driving short-term profitability but on creating a business model for long-term sustainability. With an early mover advantage, industry-leading position, integrated platform, technologically advanced infrastructure, proven execution capabilities and strong brand recall - we are well poised to lead the growth opportunity in this segment.

I thank all our shareholders for their continued faith in our strength and capabilities, customers for their valuable support and trust of our employees for their tireless efforts towards achieving our set goals.

With warm regards,  
Yours Sincerely,

**V. S. S. Mani**  
Managing Director and Chief Executive Officer

# We are at the right place. At the right time.



**\$120<sub>bn</sub>**

The expected size of Indian e-commerce industry by 2020



**220<sub>mn</sub>**

The estimated number of online shoppers in India by 2020



**2nd**

India beat USA to become the second largest market for smartphones after China



**41%**

Share of mobile based transactions in e-commerce in India



**371<sub>mn</sub>**

The number of mobile Internet users in India in 2016.



**1st**

India's rank globally for having the highest share of mobile based e-commerce transactions



**219<sub>mn</sub>**

The number of mobile Internet users with 3G connectivity in India in 2016.



**9%**

Of rural population use internet, compared to 53% of the urban population

(Source: IAMAI, Deloitte, 2016)

# We know the winning formula. And we stick to it.



## **Digitisation and integration of processes**

The ease and comfort of using our portal / app today has increased the visitors traffic on our portal



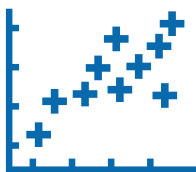
## **Innovation**

Our ability to innovate regularly and launch new products/services has enriched user experience



## **More than just basic**

Accessibility and availability of information on 'real time' basis with the option to 'transact' has taken convenience to a new level



## **Ability to scale and sustain**

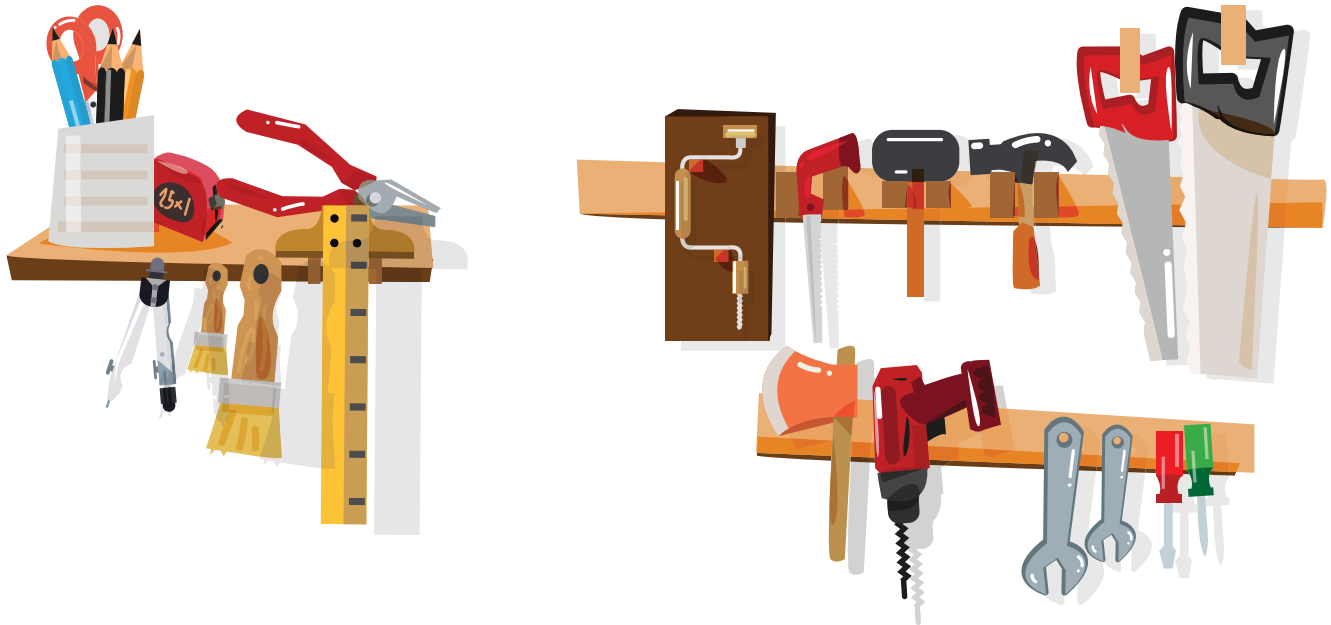
We have grown and expanded our market presence, our team strength, our offerings and customer base - all of it with sustainable profit levels



## **Training and technological advancement**

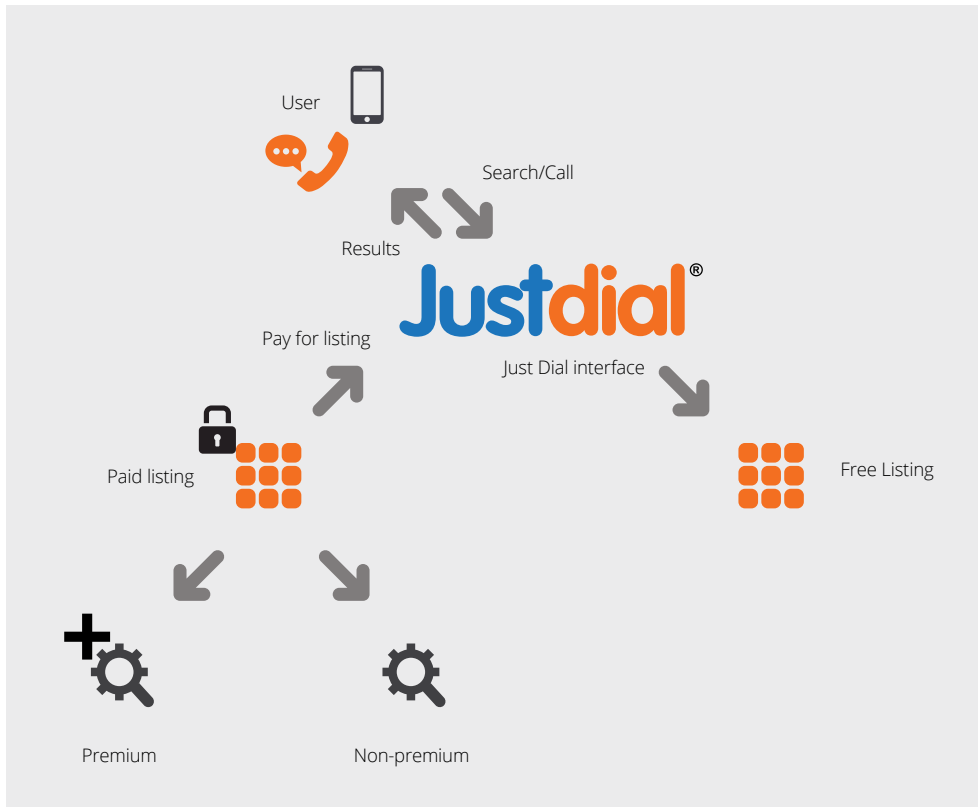
Since we operate through a business model that empowers and enables SMEs, we ensure regular training and technological knowledge sharing for their sustenance and growth

ENABLING BUSINESSES  
BY FACILITATING THE OFFLINE TO ONLINE REVOLUTION



**From sitting in a mandi waiting for odd jobs to serving customers across the city... **Just Dial** makes it possible.**





**India is today the most sought-after destination for business. It has climbed up by 12 notches on the world index for ease of doing business. And thousands of SMEs have joined the wagon, thanks to Just Dial!**

What's going on here? Since inception, our business model has helped micro, small and medium businesses across India to grow. Our monetisation and revenue model is designed to effectively leverage SME business and create a unique value proposition - for users, SMEs and us. Our business model has helped to bring about the 'Offline to Online' revolution, thereby changing how people do their business.

With our multiple categories of products and services, several SMEs like have been able to scale up their businesses. With direct, mobile and repeat traffic, we have enabled the SMEs to build a value chain against the backdrop of rapid digital adoption. The result: cost optimisation, higher revenues, better margins and a stable economic model.

EMPOWERING USERS  
WITH A SINGLE PLATFORM FOR VARIED REQUIREMENTS

**Booking a flight ticket, picking a hotel room, reserving a table at restaurant & commuting through app cab - all done with a single mobile application - **Just Dial!****





At Just Dial, our innovative instinct has helped us sustain our leadership as the country's preferred local search engine player. We helped the SMEs and our end-users embrace digitisation, analytics and technology on our platform thereby enriching their overall experience.

This is what users of Just Dial experience now - unmatched convenience. One single app for their multiple needs and everything accessible at just a click of a button. With our reverse auction, shop front format and Search Plus

services, we communicate the right information, best prices and help complete a requirement - all on one single platform.

Today, Search Plus services extend across multiple categories, with recent additions being - application for loan, railway tickets, insurance, utility bill payments, cab bookings and more. Now the users are gradually moving away from multiple horizontal/vertical portals and apps for their diverse needs, and prefer Just Dial as their single destination for 'search+transact'.

## Multiple needs. One portal.



Shop Online



Book a hotel



Book a table



Order food online



Air Tickets



Bus Bookings



Railway Bookings



Movie Tickets



Bills & Recharge



Book a doctor's appointment



Order Medicines online



Cabs & Car Rentals



Order Flowers



Order Grocery

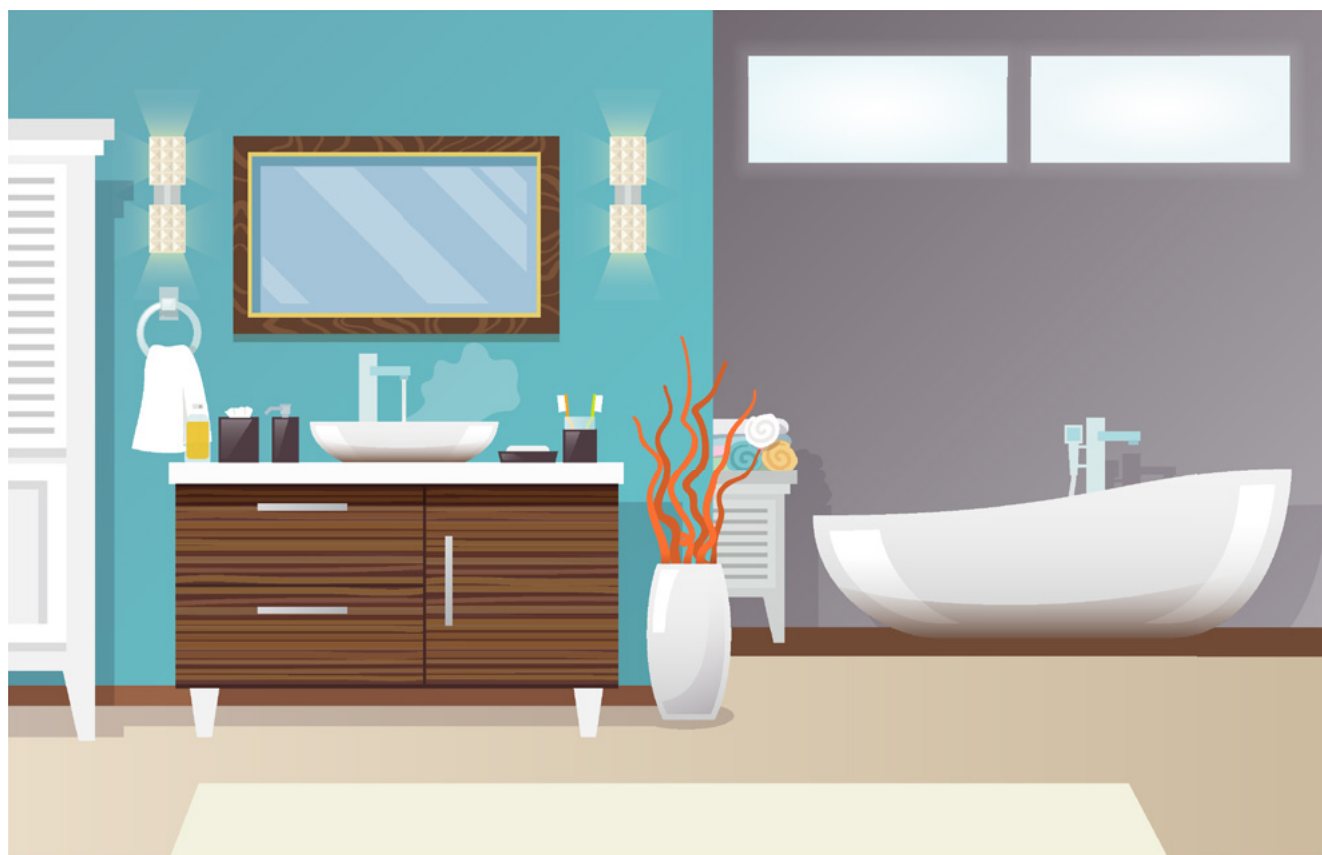


Insurance



Apply for Loans

EMPOWERING USERS  
WITH BREAKTHROUGH SEARCH & TRANSACT ASSISTANCE



**The difference that our users found on Just Dial platform is:**



Convenience  
of shopping  
through a  
'master app'



Better price  
comparison



Shop Online  
from a local  
neighbourhood  
vendor



Delivery at  
doorstep  
within  
7 hours



User rating  
with a focus on  
friend's rating

# Buying bathroom accessories from trusted local vendors and getting it delivered at doorstep, with just a click on the phone - doable with **Just Dial!**

Over the past two decades, we have built a long-standing relationship with our SMEs. With the inherent advantages of our business model, our listing database has grown continuously in the last five years. With increasing lead generation, and regular updating of SMEs on a daily basis, our platform has provided users and SMEs with unparalleled comfort and convenience.

Search Plus is an extension of our core business model of local search, wherein the end-user is able to buy the product / service in addition to search. With

more than 30 Search Plus services, our platform provides competitive price comparison across different horizontal platforms for the users, better discovery and right choice.

Like our many of SMEs, we are witnessing migration of SMEs to dual business channel of offline and online, with growing user community base. It benefits them from our various paid campaigns, customised package pricing and continuous backed support for ease of doing business.

ENABLING BUSINESSES  
BY INNOVATING A SEAMLESS BUSINESS MANAGER



**Managing inventory levels, purchase orders and cash management of one's store while holidaying away - is a breeze with **Just Dial!****

JD Omni, a digital business manager and our latest offering to our growing SMEs base, is a game changer in more ways than one. It provides the vendors with their own e-commerce portal, app, dashboard with financial parameters (along with monthly comparison) and inventory management along with payment integration - a complete enterprise solution. It allows businessmen to do online business, sell directly offline and also get assisted in supply chain and financial management.

With a one-time installation fee and monthly subscription, the end-to-end solutions of JD Omni have enabled the SMEs to enhance their business growth. With our integrated cloud storage database, acceptance of Omni services will bring in the digital revolution among the SMEs of the country and higher revenue traction for us.

## What makes JD Omni a breakthrough initiative for the 99% offline SMEs in the country?



Cloud management and technology-based enterprise solution with complete security



Integrated for offline and online sales (web, app and voice call)



Customised website for the SMEs



High operational efficiency with greater transparency and accountability



Integrated with inventory management, order placement, payment reminders and more



Integrated with review, ratings and social networking for better user experience



Payroll management



Provides daily, weekly, monthly, quarterly sales report for deeper analytics



# The Board of Directors



## B. ANAND

CHAIRMAN AND INDEPENDENT NON-EXECUTIVE DIRECTOR

B. Anand, the Chairman and an Independent, Non-executive Director of Just Dial was appointed as a Director of the Company on August 2, 2011. He holds a Bachelor's degree in Commerce from Nagpur University and is an associate member of the ICAI. He has approximately 29 years of experience in the fields of corporate finance, strategy and investment banking. He is currently the Chief Financial Officer of Trafigura India Private Limited.

Mr. Anand has previously worked with companies like the Future Group, Vedanta Resources plc, Motorola India Private Limited, Credit Lyonnais Bank SA, HSBC Bank plc, Infrastructure Leasing & Financial Services Limited and Citibank, N.A.



## V. S. S. MANI

MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

V.S.S. Mani is the founder, Managing Director and Chief Executive Officer of our Company and has been associated with our Company since its incorporation. A visionary and an experienced management professional, he has approximately 28 years of experience in the field of media and local search services. Prior to the incorporation of our Company, he co-founded Ask Me Services and has also worked with United Database India Private Limited. He is presently engaged in exploring possibilities for technological innovation of our Company's business and has been responsible for adapting our Company's business model to suit changing market conditions. He is also involved in the formulation of corporate strategy and planning, overall execution and management, and concentrates on the growth and diversification plans of our Company.



## RAMANI IYER

WHOLE-TIME DIRECTOR

Ramani Iyer is a Non-Independent, Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He holds a Diploma in Hotel Management from Delhi Institute of Management & Services. He has been associated with the Company since its incorporation and has approximately 23 years of experience, working with the Company in the field of strategic planning and execution. Ramani Iyer is a co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.



## V. KRISHNAN

WHOLE-TIME DIRECTOR

V. Krishnan is a Non-Independent, Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He has been associated with the Company since its incorporation and has approximately 23 years of experience, working in the field of strategic planning and execution. V. Krishnan is a co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.

**SANJAY BAHADUR**

INDEPENDENT, NON-EXECUTIVE DIRECTOR

Sanjay Bahadur is an Independent, Non-Executive Director of Just Dial. He was appointed as the Company's Director on August 2, 2011. Mr. Bahadur holds a Bachelor's degree in Civil Engineering from the Delhi College of Engineering. He has almost three decades of experience in the field of construction and is currently the Chief Executive Officer of Pidilite Industries Limited for its Global Constructions and Chemicals division. He has previously worked with Larsen & Toubro Limited, Acons Construction Products Limited, Unitech Prefab Limited and ACC Concrete Limited.

**RAVI ADUSUMALLI**

NON-INDEPENDENT, NON-EXECUTIVE DIRECTOR

Ravi Adusumalli is one of Just Dial's Nonindependent, Non-executive Directors since October 9, 2006. He holds a Bachelor's degree in Economics and Government from the Cornell University, USA. Mr. Adusumalli has almost two decades of experience in the field of finance and investment. He heads the India office of SAIF and is currently a managing partner. Prior to this, he worked with Mobius Venture Capital.

**ANITA MANI**

NON-INDEPENDENT, NON-EXECUTIVE DIRECTOR

Anita Mani is a Non-Independent, Non-Executive Director of the Company. She is a one of the promoters of the Company. She holds a Bachelor's degree in History from University of Delhi. She has been associated with the Company since its incorporation and has approximately 23 years of experience in the field of general management.

**SHAILENDRA JIT SINGH**

NON-INDEPENDENT, NON-EXECUTIVE DIRECTOR

Shailendra Jit Singh is a non-Independent, NonExecutive Director of Just Dial. He was appointed as a Director of the Company on June 21, 2012. He holds a Masters degree in Business Administration, with distinction, from Harvard Business School. Besides, Mr. Singh is also a B. Tech in Chemical Engineering from the Indian Institute of Technology, Mumbai and also a Kauffman Fellow. He has around 16 years of experience in the field of investment and financial services. Mr. Singh is currently the Managing Director of Sequoia Capital India Advisors Private Limited. Prior to joining this Company in 2006, he was a strategy consultant at Bain & Company, New York.

**MALCOLM MONTEIRO**

INDEPENDENT, NON-EXECUTIVE DIRECTOR

Malcolm Monteiro is the Company's Independent, Non-executive Director. He was appointed as a Director of the Company on August 2, 2011. Mr. Monteiro graduated with a Bachelor's degree in Electrical Engineering from the Indian Institute of Technology, Mumbai. He is also a post-graduate in Business Management from the Indian Institute of Management, Ahmedabad. Mr. Monteiro is the Chief Executive Officer of DHL Express, South Asia and a member of the DHL Asia Pacific Management Board. He is also a Director on the Board of Blue Dart Express Limited.



## Management Team



### V. S. S. MANI

MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

V.S.S. Mani is the founder, Managing Director and Chief Executive Officer of our Company and has been associated with our Company since its incorporation. A visionary and an experienced management professional, he has approximately 28 years of experience in the field of media and local search services. Prior to the incorporation of our Company, he co-founded Ask Me Services and has also worked with United Database India Private Limited. He is presently engaged in exploring possibilities for technological innovation of our Company's business and has been responsible for adapting our Company's business model to suit changing market conditions. He is also involved in the formulation of corporate strategy and planning, overall execution and management, and concentrates on the growth and diversification plans of our Company.



### V. KRISHNAN

WHOLE-TIME DIRECTOR

V. Krishnan is a Non-Independent, Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He has been associated with the Company since its incorporation and has approximately 23 years of experience, working in the field of strategic planning and execution. V. Krishnan is a co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.



### RAMANI IYER

WHOLE-TIME DIRECTOR

Ramani Iyer is a Non-Independent, Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He holds a Diploma in Hotel Management from Delhi Institute of Management & Services. He has been associated with the Company since its incorporation and has approximately 23 years of experience, working with the Company in the field of strategic planning and execution. Ramani Iyer is a co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.



**RAMKUMAR KRISHNAMACHARI**

CHIEF FINANCIAL OFFICER

Ramkumar Krishnamachari, is the Chief Financial Officer of our Company. He has been associated with our Company since August 8, 2010. He is a member of the ICAI and the Institute of Cost and Works Accountants of India. He is also certified as a Certified Public Accountant by the State Board of Accountancy, Delaware, U.S.A. He is also a CFA Charter Holder from the CFA Institute, U.S.A. He has approximately 25 years of experience in the field of finance and accounting. Prior to joining our Company he worked with Royal Sundaram General Insurance Allied Company Limited.

**A. VENKAT MADHAVAN**

CHIEF PEOPLE OFFICER

A. Venkat Madhavan is our Chief People Officer and he manages all aspects of the People Agenda for the Company. He is responsible for delivering best in class HR practices to nurture and develop 10000 plus proud Just Dial employees into a competitive advantage and a major force to reckon with. Venkat has a Master's Degree in Economics from Loyola College, Chennai and a Master's Degree in Human Resources Management from Tata Institute of Social Sciences (TISS), Mumbai. He has nearly 30 years of experience in both Human Resources Management and Employee Relations, and has held senior pan India leadership positions in HR during his career. Before joining Just Dial, he has worked for some of the leading companies like ICI, Seagrams, The Oberoi Group, Ernst & Young and Grant Thornton.

**RV RAMAN**

CHIEF TECHNOLOGY OFFICER

Raman is a technology professional with over 20 years of experience in IT industry. He has worked in product development in multiple domains like Telecom, Consumer Electronics and Healthcare. His recent assignment was Country Head for Sling Media R&D with team of 200+ engineers developing Internet and Mobile streaming product called Sling Box. Prior to joining Just Dial he was with a Healthcare start-up company called Forus Health. As Vice President Engineering in Forus he was responsible for developing Ophthalmology test equipments, Tele-medicine portal and Mobile apps. Other organizations he worked include TCS, LSI Logic, PHILIPS and Subex Systems. He holds Bachelor Degree in Electronics and Communication from University of Mysore and an Executive MBA from XIME, Bangalore.

# Corporate Social Responsibility



The future is in the hands of our children



Encouraging children education and building gender equality



Green Sole - Happy Feet



SSRVM School – Shared responsibility



Project Chirag – Lighting up lives

# Corporate Information

## BOARD OF DIRECTORS

### Mr. B. Anand

Chairman (Independent and Non-Executive Director)

### Mr. V.S.S Mani

Managing Director and CEO

### Mr. V. Krishnan

Whole-time Director

### Mr. Ramani Iyer

Whole-time Director

### Mr. Ravi Adusumalli

Non-Independent and Non-Executive Director

### Mr. Shailendra Jit Singh

Non-Independent and Non-Executive Director

### Mr. Malcolm Monteiro

Independent and Non-Executive Director

### Mr. Sanjay Bahadur

Independent and Non-Executive Director

### Mrs. Anita Mani

Non-Independent and Non-Executive Director

## COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Sachin Jain

## EXTERNAL COMPANY SECRETARY

V. B. Kondalkar & Associates  
Practicing Company Secretaries,  
Mumbai

## STATUTORY AUDITORS

S. R. Batliboi & Associates LLP  
Mumbai.

## REGISTRAR AND SHARE TRANSFER AGENT

Karvy Computershare Private Limited

Unit: Just Dial Limited

Karvy Selenium Tower B,  
Plot 31-32, Gachibowli Financial District,  
Nanakramguda, Hyderabad – 500 032.

Phone: +91-40-6716 1500, 3321 1000

Fax: +91-40- 2342 0814, 2300 1153

Toll Free no.: 1800-345-4001

Email: einward.ris@karvy.com

Website: www.karvy.com

## REGISTERED OFFICE OF THE COMPANY

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

Tel: +91-22-2888 4060

Fax: +91-22-2882 3789

Email: investors@justdial.com

Website: www.justdial.com

## BANKERS TO THE COMPANY

HDFC Bank Limited

Axis Bank Limited

## Management Discussion & Analysis

### Economic Review

#### Global

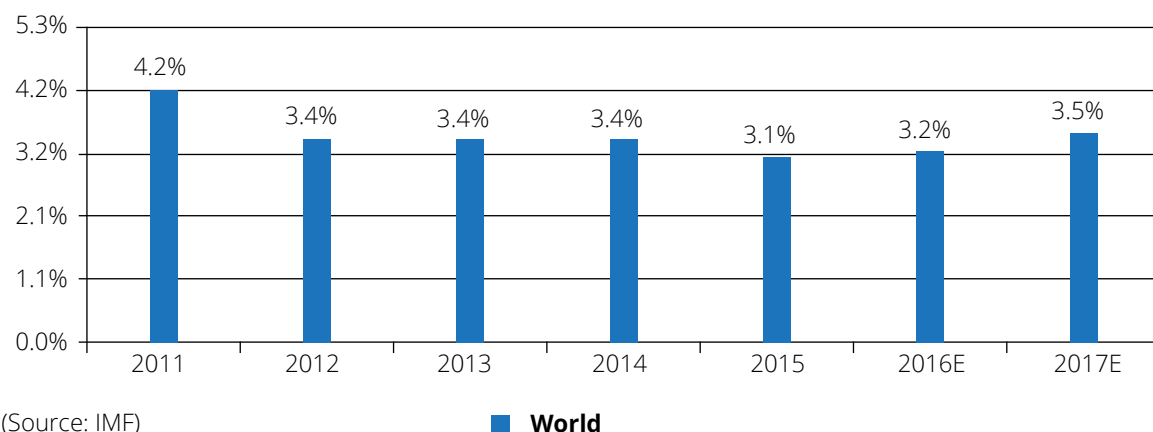
According to IMF, the world economy grew 3.1% during 2015, down from 3.4% in 2014, due to slowdown in China, decline in oil prices and decrease in capital flows in the emerging and developing countries. The growth in Chinese economy declined from 7.3% in 2014 to 6.9% in 2015 due to weak exports, high debt levels and dwindling investments. Oil prices decreased from \$115 per barrel in June 2014 to less than \$35 per barrel in February 2016 due to weak demand in many countries based on slow economic growth coupled with surge in US oil production. Moreover, oil cartel OPEC decided not to cut production. Hence, strong supply and lower demand pushed the prices further down.

The emerging and developing economies grew 4% in 2015

compared to 4.6% in the previous year due to weak export as a result of decrease in demand from the European Union, one of the primary trading partners of China and other emerging markets, and falling prices of global commodities, which reduced the share of export. Moreover, decline in external capital flows from foreign investors, with the fear of losing money, especially after the August 2015 sell-off on the Shanghai Stock Exchange, was also one of the reasons for slower growth in emerging economies.

The world is expected to grow at 3.2% during 2016, in line with the previous year. However, the recovery is projected to strengthen in 2017 and beyond, primarily driven by emerging market and developing economies, as conditions in stressed economies start gradually to normalise.

**World GDP Growth Rate**



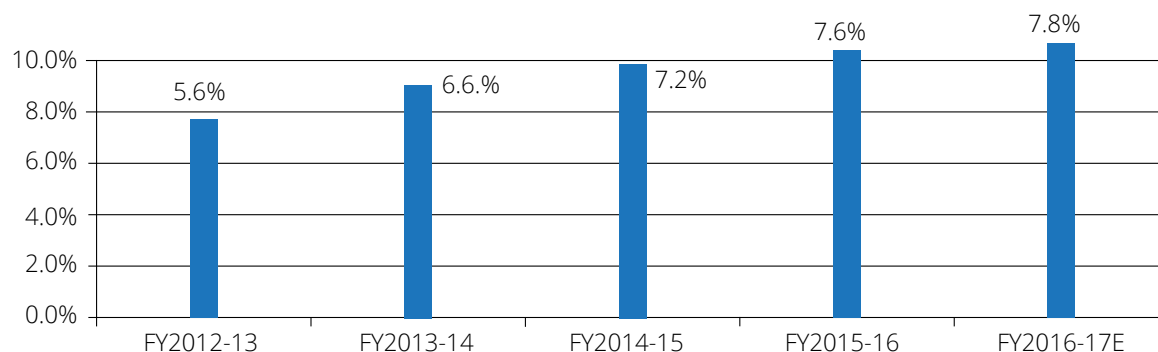
#### India

According to Central Statistics Office, India posted GDP growth of 7.6% during FY2015-16 against 7.2% growth during the previous year primarily due to rebound in farm output, and an improvement in electricity generation and mining production in the fourth quarter of the FY2015-16. Government's increased capex spending and gradual implementation of a broad-based structural reform agenda

together with robust urban consumption and public investment have also supported growth.

IMF expects Indian economy to grow at 7.4% in FY2016-17 driven by higher private consumption, which is expected to benefit from lower energy prices and higher real incomes. Moreover, with the revival of sentiment and pickup in industrial activity, a recovery of private investment is expected to further strengthen growth.

### India's GDP Growth Rate



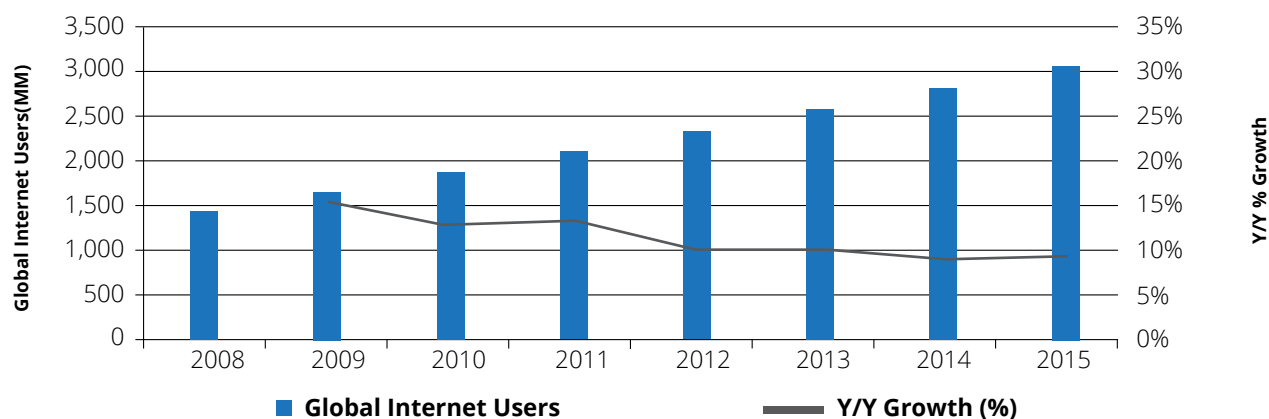
(Source: IMF, at 2011-12 prices)

## Industry Overview

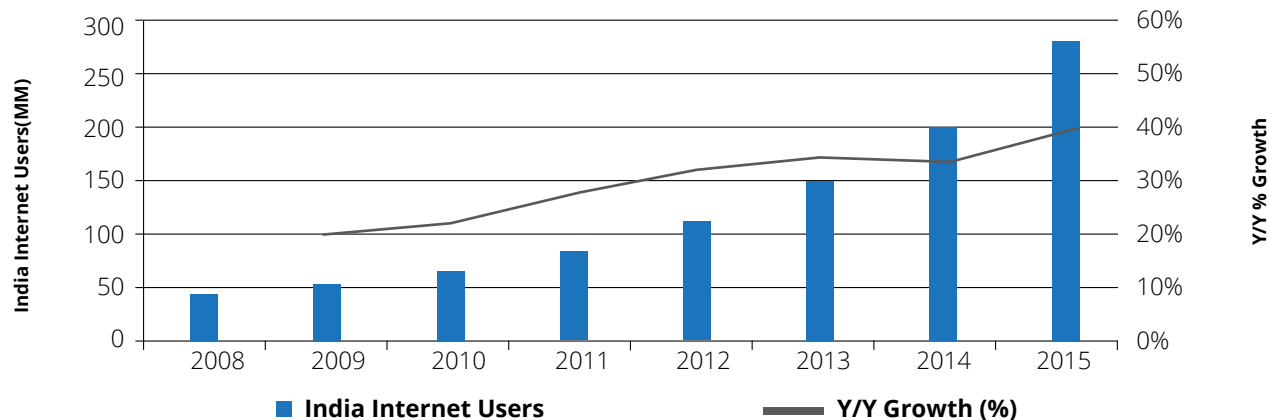
### Telecommunication & Internet

The global internet users reached 3 billion, growing 9% y-o-y (excluding India), with a 42% penetration level. India is the world's second-largest telecommunications market after China, with 1,059 million subscribers as of March 2016. The wireless segment with 97.6% of total telephone subscriptions dominates the market.

### Global Internet Users, 2008-2015



### India Internet Users, 2008-2015





According to TRAI, India's mobile phone subscriber base crossed 1 billion as of March 2016, particularly due to huge increase in smart phone sales in the country during the last few years. Many Chinese smartphone manufacturers, likes of Xiaomi, CoolPad, Vivo, Oppo, have launched phones at a much lesser price and with new and upgraded features.

### Smartphones - surging the internet penetration

Sales of smartphones in India are expected to shoot up to 160 million in the FY2016-17 from 100 million in the previous fiscal year due to falling prices and shift from feature phones to smart devices. In 2015, 95 million smartphones were shipped, which is expected to grow 37% y-o-y in 2016, higher than the 32% average growth for the previous three years. While, the average selling price for a smartphone has fallen sharply to ₹10,700 by the end of 2015, from ₹13,000 in 2013, the specifications of the devices have improved substantially. This indicates that the industry has been able to offer more for the same or less (Source: IAMAI).

The low-price smartphone is helping people to be more digitally sound. Moreover better penetration of internet access coupled with high speed data plans are pushing smartphone users to switch to more-and-more mobile internet. Hence, the average consumption of mobile data per smartphone user in India is expected to reach 2.08 GB per month by 2020, up by 384% from mere 430 MB in 2015, claims Cisco.

There has been a boom in the online industry in the last few years driven by increase in the use of internet within the country to 402 million users in December 2015 from 302 million users in the same month last year as per IAMAI. The number of internet users in India is likely to cross 500 million by December 2016. Around 9% of rural population use internet compared to 53% of the urban population. Hence, rural India still has huge potential for further penetration. The exploded adoption of smartphones due to declining prices is resulting in an enormous surge in the number of mobile internet users in India. According to IAMAI, the country is estimated to have 371 million mobile internet users by June 2016. Online communication, social networking, online shopping and entertainment are the top reasons for accessing the Internet.

In 2015, the share of mobile internet spends in the average monthly bill rose to 64% from 54% in the previous year. This is despite the cost of accessing mobile data that fell about 18% in 2015. These changes can be attributed to the fact that with the improving mobile infrastructure and the availability of improved high-speed 3G and 4G connectivity, people are shifting to apps and internet for most of their activities. (Source: IAMAI)

### E-commerce

Although classic shop-based retail is still preferred, e-commerce or electronic commerce, namely the buying and selling of products and services exclusively through


electronic channels, is gaining ground. The most well-known form of e-commerce or electronic commerce is online shopping, also known as business to consumer e-commerce (B2C). The e-commerce market in India is at a nascent stage, but India is expected to become the world's fastest growing e-commerce market, driven by robust investment in the sector and rapid increase in the number of internet users. Customers have the ever increasing choice of products at the lowest rates and retailers leverage the digital retail channels (e-commerce), which enables them to spend less money on real estate, while reach out to more customers in tier-2 and tier-3 cities.


E-commerce is probably creating the biggest revolution in the retail industry, and this trend would continue in the years to come. E-commerce sales in India are expected to grow from \$30 billion in the FY2015-16 to \$120 billion by FY2019-20. E-commerce companies such as Flipkart, Snapdeal, Amazon, Jabong, and Myntra are expected to see more competition, with brick-and-mortar entities such as the Tata group and the Aditya Birla Group also entering India's growing e-commerce market.

According to eMarketer, retail e-commerce sales in Asia-Pacific topped \$875 billion in 2015, an increase of approximately 35% over the previous year. Equally impressive was the Asia-Pacific's share of global digital retail spending, which in 2015 reached 52.5%, the first time ever that this region topped all others for digital spending. This rapid growth from Asia-Pacific is because of the rising middle classes in China, India and Indonesia, and the increasing popularity of mobile devices, which is driving more and more people online throughout the region. China, however, makes up most of this spending, with its 2015 sales at \$672 billion, and forecast to grow to \$1,568.39 billion by 2018.

India has seen the fastest growth in the retail e-commerce section among the Asia-Pacific countries, growing 133.8% y-o-y in 2014 and 129.5% y-o-y in 2015. However, it is forecasted to stabilize to 23.9% yearly growth in 2019, compared with an Asia-Pacific projected average growth of 23.5%.

### Industry Growth Drivers

 **Internet penetration and usage:** There has been exponential increase in internet usage in India with the advent of tablets, phablets, smartphones, and 3G & 4G internet dissemination. Also the trend is expected to proliferate with the declining prices and increasing market of smart devices equipped with most features of a laptop or a notebook. More and more users are using internet for banking, shopping and travel reservations thus, increasing frequency and time of internet usage brings further traffic.

 **Dynamic product portfolio:** Broad product categories in e-commerce are electronic gadgets, apparels, home/ kitchen appliances, lifestyle accessories like watches, books, jewellery, beauty products and cosmetics.

However, the product line has to be diverse and regularly updated for retaining user base as users not only looks for features but also seeks vibrancy and novelty in the product. Portfolio Dynamism is going to be the differentiator between mediocre and meteoric growth.

- ❁ **Plastic money:** Enhancements in payment gateways have drastically improved the security and usage of plastic money. There are multiple levels of authentication like one-time passwords (OTPs) and transaction passwords strengthening user confidence in online transactions. Credits cards are the most popular payment instruments in the major e-commerce markets worldwide. Therefore, strengthening the card system will prove pivotal in ensuring higher uptake of credit or debit cards for making payments fostering growth. This could help e-commerce players reduce the cost of offline payment methods.
- ❁ **Multiple payment options:** The availability of new payment options boosted the e-commerce industry. The payment landscape has evolved considerably. In addition to credit and debit cards, cash cards have also emerged in the market. Direct debit from accounts i.e. internet banking, electronic wallets and mobile payment are alternative options.
- ❁ **Comprehensive mobility:** Although, all the components of this growth, e.g., smartphones usage, mobile internet penetration and mobile internet speed, would need to be developed in tandem to support the growth of e-commerce in the country. User experience on e-commerce websites also needs to be improved, as most of these sites are not optimised for mobile devices. Moreover, not all e-commerce sites have well developed mobile apps. Known that an increasing number of people would access internet on their mobile devices, e-commerce players need to step up and develop mobile websites and apps for major mobile platforms transition to become mobile-commerce companies.
- ❁ **Growing Start-ups:** Growth in start-up companies will further boost business search engine companies. According to NASSCOM, India is one of the first five largest start-up communities in the world with the number of start-ups crossing 4,200, a growth of 40% y-o-y, by the end of 2015. With tremendous increase in number of private equity, venture capitalists, angel investors along with a 125% growth in funding over last year, Indian start-up environment has risen to the next level. Various Central and State Government start-up initiatives are also supporting this progressive phase of start-ups in India. Recently, in the Union Budget 2016-17, the Finance Minister of India has announced a 100% tax deduction for 3 out of 5 years for start-ups, during April, 2016 to March 2019 to boost economic growth

and employment Moreover, to promote innovation, a special patent regime with a 10% rate of tax on income from worldwide the exploitation of patents developed and registered in India was proposed.

- ❁ **Online advertising:** Internet continues to drive the online advertising, compared to other mediums like television and radio. With advertising options varying with multiple platforms, it is expected to augur well for the industry growth.

## Business Review

Just Dial Limited (Just Dial) provides local search related services to users in India and has also initiated its 'Search Plus' for its users and 'JD Omni' Services for its customers. The Search Plus services are aimed at making several day-to-day tasks conveniently actionable and accessible to the users. With this step, Just Dial is transitioning from being purely a provider of local search and related information to being an enabler of such transactions. Just Dial intends to provide an online platform to thousands of SMEs to get them discovered and fulfill transactions among users and SMEs. This was further strengthened with the launch of JD Omni, where the SMEs would be empowered to take their businesses to the next level.

## Business model

- ❁ **Financial stability:** The Company's new product growth is backed by its negative working capital and positive free cash flow.
- ❁ **Nationwide presence:** Paid Advertisers primarily across 11 large Indian cities
- ❁ **Customised revenue model:** With multiple revenue options, paid advertisers pay fixed monthly/weekly or annual fees to run search-led advertising campaigns for their businesses on Just Dial's platform.
- ❁ **Listing through transparency:** Various premium and non-premium packages determine priority of placement in search results – Get direct leads to consumers (actual buyers) – Paid in advance – Automatic renewal
- ❁ **Empowering businesses:** Just dial also runs multiple city campaigns for pan-India customers. As of March 31, 2016, the Company conducted approximately 3,68,800 campaigns for paid advertisers as compared to 3,31,200 campaigns as of March 31, 2015 representing a y-o-y growth of 11%
- ❁ **Strong ground force:** The Company has more than 3,500 tele-sales executives and 1,300 feet on street selling to SMEs and 1900 Just Dial Ambassadors (JDAs)

## Service platforms

The Company aims to be a one stop destination for search and transactions alike and provides its users with fast, user-friendly and free local search service through various mediums like internet, mobile internet, mobile applications, voice and SMS.

**Internet:** With features like predictive auto-suggest, maps and directions, ratings and reviews and search by Category, Company and Product, the Company has noticed an increase in web searches since the launch of its website. The Company has adopted indigenous technology, using open source platforms and has leveraged the benefits of technological expertise to the hilt to enhance the experience for its digital users.

**Mobile internet:** The Company also has mobile applications across the operating platforms like Android, iOS, Windows and Blackberry. Since launch, these apps have been downloaded more than 9.6 million times till March 2016. With advanced location based results being displayed, the efficacy of search is enhanced greatly on mobile devices. The users can enable the service on their internet browser on their mobile internet enabled devices (t.justdial.com)

**Voice & SMS:** Since inception of the Company, voice based search services form an integral part of the business. The multi-lingual service is available 24 hours a day and seven days a week through its hotline number. Apart from the national hotline number, 8888888888, it also has eight local numbers specific to certain cities. Another quick and easy local search mode, SMS search have been designed for users who seek instant information. The Company has eight in-house call centres in Ahmedabad, Bengaluru, Chennai, Delhi, Hyderabad, Kolkata, Mumbai and Pune.

### New Products

**Search Plus:** Just Dial is transitioning from being purely a provider of local search and related information to being an enabler of such transactions. These services are aimed at making several day-to-day tasks conveniently actionable and accessible to the users and provide an online platform to thousands of SMEs to get them discovered and transacted. Just Dial already has launched an array of search plus services like Order Food Online, Book a Doctor's Appointment online, Book Movie Tickets Online, Book a Cab/ Flight/ Bus Online, Order Grocery Online, Schedule a laundry pick-up online, Schedule a courier pick-up online, among others – all under one single roof – available at a click or a call.

The services may be broadly classified under:

- \* Ordering Services
- \* Scheduling Services
- \* Travel/ Leisure Services
- \* Buying products/ Price Discovery through Reverse Auction

The Company plans to build a comprehensive list of businesses for every neighbourhood and every zip-code. It is popularising Search Plus transactions through free trials and will start monetising it thereafter. The Company is in the process of developing a technology platform that enables users to search and transact for almost all his/her day-to-day requirements on a single platform in a seamless manner. The aim of the Company is to ensure convenience for its users and save time and money as well.

The mobile app helps the Company to deepen engagement with the user community as well as engage vendors/SMEs by providing them with an exclusive marketing tool to run their business efficiently.

By the end of FY 2015-16, the Company has over 30 Search Plus services live on its platform, from ordering groceries online to scheduling a doctor's appointment and also booking a table at a restaurant.

**JD OMNI:** The Company launched a new service called 'JD Omni' to help small business manage their online and offline sales. JD Omni is a plug and play, cloud-based solution which can be accessed over cell phones and allows controlling and monitoring capabilities to business owners via a dashboard. The product allows small businesses to manage their inventory, billing, and third party logistics. The product also allows businesses to integrate bar code and QR code systems. This new service will provide platform to SMEs where they can transact online as well as offline.

### Extending Value Proposition

The Company has replaced Google maps with maps solution, JD Maps for directions on its platform. The Company has witnessed a growth of approximately 4% in user ratings and reviews across categories on its portal from 58.3 million ratings and reviews in FY2014-15 to 60.6 million ratings and reviews in FY2015-16. In addition to this, with social features like JD Social, Friend's Ratings, the users get enhanced credibility and confidence to source the right vendors and with functional features like Maps and transactional tabs, the Company is well poised to be a 'one stop destination' for most of the users' day-to-day needs.

### Listings

The main revenue generation for the Company comes from the advertisers who list themselves with the Company on various subscription and fee-based packages. A large portion of listings comprises SMEs from a wide range of industry sectors. The SMEs, with limited marketing resources, find the perfect platform with the Company to advertise at the micro level in a cost effective mode. In the paid listings, the Company offers the advertisers to choose between Premium and non-Premium packages. Overall, the Company has grown its listings by 9% from 15 million in FY 2014-15 to 16.3 million listings in FY 2015-16 and these establishments enjoy access to users and potential buyers.

### Ensuring Data Integrity and Quality

The Company ensures its database is updated with relevant business information. A dedicated team regularly monitors and updates the information of businesses, supplementing with new entries to ensure accuracy of the information provided to its users. The data collected (like geographical location, contact details, images, videos and category of each business) is periodically verified by the database team. Some of innovative ways in which the Company simplified the searches on its database were as follows:



**Geo-Coding:** Tagging process that facilitates location-based searches

### Operational Review

**Sales and Marketing:** Having operations in multiple cities across India, the Company has a strong 11,000+ employees, which consists 3,544 tele-sales executives, 1,327 feet-on-street and 1,911 Just Dial Ambassadors. The Company conducted regular training programs to ensure the team converts its free business listings into paid listings. The sales and marketing team works closely with the database team to identify and reach out to potential advertisers. Various promotional schemes are carried out, which are focused on category based SMEs with customised membership packages to create a cost-effective platform for expanding their businesses.

**Marketing and business development:** The Company conducts regular advertising campaigns to strengthen its brand and enhance its exposure to a wider user base. The Company uses digital marketing tools, such as virtual marketing and online display banners, and has a strong presence across social media platforms (like Facebook and Twitter) as well. As a part of this exercise, the Company has created a team of marketing executives (1,911 as on March 31, 2016) called 'Just Dial Ambassadors'. These executives educate the SMEs about the array of services, collect the data from the SMEs and market the Just Dial brand. The Company has seen a growth of 11% in paid campaigns from

3,31,200 in FY 2014-15 to 3,68,800 in FY 2015-16.

### Technology and infrastructure

The success of the Company's business is highly dependent on efficient and upgraded technology and sound infrastructure. These two factors are integral for the success in operational and management of assets. The Company has more than 400 technology experts with wide industry experience. The team develops new software applications for daily business operations. The systems infrastructure, internet and database are secured at IDC plus all centres are continuously monitored by a strong engineering support team. The open source platforms are powered by more than 1100 servers for various intranet and extranet applications. The strong information technology system allows the Company to promptly process user inquiries and requests in the shortest possible time.

### Security

Possessing information of the buyers and advertisers, the Company maintains a stringent security on the information database. It has strong controls, policies and procedures pertaining to information security which ensure prevention of any fraud or loss of information. All the installed servers of the Company at all data centres and offices are secured with firewalls to prevent hacking.

## Financial Review

In FY2015-16, the Company continued with its focus on adding new services and expanding its SME base to a large number of vendors. The Company is focused on increasing its presence in more cities and towns. The all-round operational and technological excellence has led to consistent increase in revenues and profitability over the years.

	₹ Million				
Particulars	FY2015-16	FY2014-15	FY2013-14	FY2012-13	FY2011-12
Revenue from operations	6,908.28	5,897.98	4,612.93	3,627.68	2,620.61
Other Income	584.91	488.55	399.49	135.27	131.54
Total Income	7,493.19	6,386.53	5,012.42	3,762.95	2,752.15
Profit before tax	1,979.30	1,905.42	1,648.56	984.28	713.48
Profit after tax	1,418.02	1,388.90	1,206.08	684.57	504.22
Net profit margin	19%	22%	24%	18%	18%
Earnings per share (Diluted)	19.95	19.62	17.11	9.95	7.78
Cash Flow from operations	1,496.95	1,846.53	1,330.36	1,023.18	957.21
Return on Net Worth	21%	23%	25%	26%	50%

### Highlights

- Revenue from search & services increased by 17.13% y-o-y from ₹5,897.98 million in FY 2014-15 to ₹6,908.28 million in FY 2015-16.
- The Company posted a 19.72% yearly increase in other income. It surged to ₹584.91 million in FY 2015-16 from ₹488.55 million in the previous fiscal year primarily due to increase in profit from sale of current investments. The current investments are disposed off and reinvested in more efficient investment portfolios on an ongoing basis.
- The total income increased by 17.33% from ₹6,386.53 million in FY 2014-15 to ₹7,493.19 million in FY 2015-16 representing the overall growth in business during the fiscal year.
- Adjusted operating EBITDA also increased by 6.45% from ₹1,839.60 million in FY 2014-15 to ₹1,958.29 million in FY 2015-16, however EBITDA margin decreased from 31.19% to 28.35% in FY 2015-16 representing an increase in operating expense at a higher rate than the operating revenue.
- Profit before tax increased by 3.88% y-o-y from ₹1,905.42 million in FY 2014-15 to ₹1,979.30 million in FY 2015-16. Profit after tax for the year increased by 2.10% from ₹1,388.90 million in FY 2014-15 to ₹1,418.02 million in FY 2015-16. The net profit margin was 18.92% in FY 2015-16 as compared to 21.75% in FY 2014-15.
- The Company has seen a decrease in cash flows from operations from ₹1,846.53 million in FY 2014-15 to ₹1,496.95 million in FY 2015-16.
- Diluted earnings per share increased to ₹19.95 in FY 2015-16 as compared to ₹19.62 in FY 2014-15 as

average weighted number of shares decreased due to buyback of 1.06 million shares during the year.

### Revenue

Revenue from local search operations is derived from various service offerings to Small and Medium Enterprises (SMEs). The SMEs subscribe to either the premium packages (Platinum, Diamond and Gold) or non-premium packages by paying the listing fees through upfront payments or installments under Electronic Clearing Systems (ECS).

The Company operates a prepaid revenue model and advances are received from advertisers as listing fees. The difference between the collected revenue and accrued revenue is accounted as unearned revenue in the Balance Sheet. The increase in revenue demonstrates the popularity among SMEs and the growth in market share that the Company has achieved due to the robustness of its model and the efficiency of the product offerings and services like "Search plus" and "JD Omni" to suit the requirements of its users. The Company has recognised amount of ₹36.58 million as revenue from set-up fees for the introduction of new service called "JD Omni" during the year.

### Employee benefit expense

The employee benefits expense increased by 22.23% from ₹ 3,087.71 million in FY 2014-15 to ₹3,774.05 million in FY 2015-16 primarily due to increase in the strength of employees. Our focus on enhancing technology infrastructure and expanding our geographic footprint necessitated employee augmentation during the year. The employee benefits expense as a percentage of total expense in FY 2015-16 has remained in line with the previous year at approximately 68.44%. The employee benefits expense as a percentage of total revenue has increased from 48.35 % in FY 2014-15 to 50.37% in FY 2015-16. The number of employees has increased to 11,142 employees in FY 2015-16 from 9,533 employees in FY 2014-15.

### Finance costs

As the Company has no debt on its Balance Sheet, there is no interest burden on the Company.

### Depreciation and amortisation expense

The depreciation and amortisation expense has increased by 29.05% from ₹241 million in FY 2014-15 to ₹311.02 million in the FY 2015-16 due to addition in Fixed assets/ Capital expenditure outlay during the year. The Company's resolve is to complement the increase in employee strength with best possible technological support for attaining a niche position in conducting the operations.

### Other Expenses

Other expenses have increased by 23.99% from ₹1,152.40 million in FY 2014-15 to ₹1,428.82 million in FY 2015-16. The increase in other expenses is due to increase in advertising and sales promotion, repairs and maintenance and communication cost.

### Income Taxes

The Income Tax provision (current tax) increased from ₹516.51 million in FY 2014-15 to ₹561.28 million in FY 2015-16, primarily due to increase in profits. The effective tax rate for current tax have increased from 27.11% in FY 2014-15 to 28.35% in FY 2015-16 due to higher tax paid on other income.

## Swot Analysis

### Strengths

- ❖ **Experienced management:** With more than two decades of experience, the promoters and management team of the Company have helped the Company reach its true potential.
- ❖ **Promoting Innovation:** An innovative work-culture has enabled the Company to produce unique products and services with changing times. "Search Plus" and "JD Omni" are the recent innovative launches by the Company.
- ❖ **Unique value-proposition:** Being one-stop solution to multiple needs, the Company stays ahead of its competition. Being the early movers with the concept of search and transact in the country, the consumers have get an unmatched value proposition on the same.
- ❖ **Technology:** The Company's state-of-the-art technology is a key differentiator giving it an competitive advantage. It has stayed abreast with modern technology changes, therefore staying ahead of the competition.
- ❖ **Brand recall:** A strong brand name is a major strength of the Company. This gives the Company the ability to target new users as well retain existing users.

### Weakness

- ❖ **Customer service:** Any short-coming in customer service would translate to loss of customers to other service providers

- ❖ **Lower penetration:** The Company has lower penetration in rural areas and semi-urban towns.

### Opportunities

- ❖ **Online market:** The online market offers the ability to greatly expand businesses. The Company can market to a much wider audience in the coming years.
- ❖ **Mobile internet:** The increasing use of smartphone and easily accessible high speed 3G and 4G data plans at lower prices can make it easier to serve hyper local, location-based content to users.
- ❖ **Innovation:** Greater technological innovation can help the Company to produce unique products and services that meet user and customer's needs.
- ❖ **New markets:** New markets and geographies can allow the Company to expand their business and diversify their portfolio of products and services.

### Threats

- ❖ **Lack of growth and scalability:** Failure to manage growth and scalability or inability to adapt to technological developments or industry trends could affect the performance and features of products and services and reduce the attractiveness of the platform to the users and paid advertisers. As the Company's operations grow in scope and size, either through new product offering or expansion into new markets, its important to continuously improve, upgrade, adapt and expand systems and infrastructure.
- ❖ **Cost-efficient:** The Company also needs to offer enhanced services, features and functionality ahead of rapidly evolving demands to users and paid advertisers. These initiatives need to be in focus while maintaining the reliability and the integrity of the systems and infrastructure in a cost-efficient and competitive manner.
- ❖ **Dependency on search engines:** The Company will not be able to reduce its dependency on search engines to direct users to its website.
- ❖ **Local search competitors:** The Company may face competition from local online search providers.
- ❖ **Lack of high speed data infrastructure growth:** The lack of growth in proliferation of adequate high speed (3G & 4G) data bandwidth growth could impair user experience in some cases and cause slowness in adoption of mobile internet, which in turn can impact growth of user base.

## Risk Management

The Company has incorporated a strong risk mitigation strategy, which is developed by taking into account all the possible risks. It has a detailed risk mitigating procedure with sound monitoring to anticipate and manage the risks.

<b>Technology Risk</b>	<b>Risk definition</b>	The Company's inability to sustain modern technology and upgrade the same at regular intervals could result in loss of business revenue.
	<b>Risk mitigation</b>	The Company regularly upgrades its technology infrastructure and systems to ensure seamless service to its users. The uninterrupted service ensures user delight and high retention translating into business sustainability.
<b>Business risk</b>	<b>Risk definition</b>	Inability to provide new services and products to users could result in reduced revenue for the Company
	<b>Risk mitigation</b>	The Company has always been proactive in terms of product innovation for its vendors and enriching consumer experience. New products like Search Plus and JD Omni are among the few innovative products, which align to the evolving business of the Company, ensuring faster information dissemination to its users.
<b>Geographic risk</b>	<b>Risk definition</b>	The Company's inability to expand its businesses to newer regions and territories in the country could result in loss of market share and impact the margins
	<b>Risk mitigation</b>	The Company's advertiser base is primarily spread across 11 main cities in India. Further, the Company is aggressively spreading its base in more than 25-30 Tier-II & Tier-III cities as well. The Company's strong marketing force and Just Dial Ambassadors (JDA) also ensure wide and deep market reach.
<b>Strategy risk</b>	<b>Risk definition</b>	Dependence on SMEs could impact business sustainability
	<b>Risk mitigation</b>	There has been growing surge in entrepreneurial activities in the country, with increasing SME base. The Company's wide range of subscription packages for listing, finer categories and customised services for SMEs ensures business empowerment for the SMEs.
<b>Competition risk</b>	<b>Risk definition</b>	Increasing competition from other local search engine players and bigger players like Google could result in shift in consumer traffic from Company's portal
	<b>Risk mitigation</b>	The Company has dominated its leadership in local search, with more than 16.3 million listings. The Company's multiple service platform (voice search, call, app-based) provide unique user experience, ensuring increased consumer traffic to its portal. With efficient advertising and quality lead generation, the Company has ensured sustainable business for the SMEs and user delight.

## Road Ahead

The Company plans to continuously engage with users and bring modification in the form of by-products of the existing ones. Just Dial also plans to approach to new technology with the aim to enable SMEs reach local customers and transact both online and offline. Based on the hyper-local nature of the Indian economy, the Company's primary objective is to empower users through convenient price discovery and help them to access products in comparatively lesser time.

## Human Resource Management

The Company recognises the importance of its human capital. Being a growth oriented and progressive organisation, it recognises the importance of professionalism. The Company has embarked on several human resource initiatives to enhance the productivity of the organisation and each individual. Nurturing people is a key organisational goal and leadership mandate and hence initiatives were taken in order to impart training in various locations of the Company. Attached to the cause of education as a corporate citizen, the Company also ensures that children of all the blue-collared employees of the organisation get an equal opportunity to study and takes responsibility of enrolling them in English medium schools with the basic costs borne by the Company.

## Internal Audit & Controls

The internal control system is designed to ensure that financial and other records are reliable for preparing financial information and other data, and for maintaining accountability of assets. The internal control system is supplemented by an extensive program of internal audits, reviews by management, and documented policies, guidelines and procedures. The internal audit findings provide input for risk identification and assessment. Further periodic assessment of business risk is carried out to identify significant risks to the achievement of business objectives.

## Disclaimer

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations are categorised as 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include an onward trend in the telecom and internet infrastructure, competition, employee cost and significant changes in the political and economic environment in India, Environmental standards, tax laws, litigation and labour relations.

## Directors' Report

Dear Members,

We, the Directors of Just Dial Limited, (the "Company") are delighted to present 22<sup>nd</sup> Annual Report along with the audited accounts of the Company for the year ended March 31, 2016, (the "Report").

### 1. Financial Highlights

Particulars	₹ in million	
	2015-2016	2014-2015
<b>Revenue from Operations</b>	<b>6,908.28</b>	<b>5,897.98</b>
Other Income	584.92	488.55
<b>Total Revenue</b>	<b>7,493.20</b>	<b>6,386.53</b>
Profit/Loss before depreciation	2,290.32	2,146.41
Less: Depreciation	311.02	241.00
<b>Profit Before Tax</b>	<b>1,979.30</b>	<b>1,905.41</b>
Less: Provision for tax	561.28	516.51
<b>Profit After Tax</b>	<b>1,418.02</b>	<b>1,388.90</b>
Add: Balance brought forward	3,105.42	2,031.21
<b>Balance Available for Appropriation</b>	<b>4,523.44</b>	<b>3,420.11</b>
<b>Less: Appropriation</b>		
Proposed Final Equity Dividend	0.00	140.99
Tax on Proposed Final Equity Dividend	0.00	28.70
Transferred to General Reserve	0.00	138.89
Depreciation adjustment (net of deferred tax)	0.00	6.11
<b>Closing Balance</b>	<b>4,523.44</b>	<b>3,105.42</b>

### 2. State Of Company's Affairs, Business Overview And Future Outlook

The Revenue from the operation has increased by about 17.13% on accrual basis to ₹6,908.28 million in the year ended March 31, 2016 as compared to ₹5,897.98 million in the year ended March 31, 2015.

The Company's earnings before interest, depreciation and taxes (EBITDA) margin stands at 30.57% of the total income in the year ended March 31, 2016. The profit before tax (PBT) of the current year increased by 3.88% to ₹1,979.30 million as compared to ₹1,905.42 million for the preceding financial year.

The Company's profit after tax (PAT) of the current year increased by 2.09% to ₹1,418.02 million as compared to ₹1,388.90 million for the preceding financial year.

The operations of the subsidiaries in financial year 2015-16 were not significant and hence, the consolidated profit almost equal to its standalone profit.

During the year, there were no changes in the nature of business of the Company, the detailed discussion on Company's overview and future outlook has been given in the section on 'Management Discussion and Analysis' (MDA).

### 3. Dividend

There was a major outflow during the year under consideration, hence to conserve the resources of the Company, the management has decided not to recommend any dividend for this financial year.

### 4. Transfer to Reserve

The Company has not transferred any amount in the general reserve for the financial year under review, however, transferred ₹1,06,14,990/- from General Reserve to Capital Redemption Reserve (CRR) in respect of Buy-back of 10,61,499 equity shares of face value of ₹10/- each of the Company.

### 5. Deposit

During the year, your Company has not accepted any deposits within the meaning of sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there is no details to disclose as required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

### 6. Details Of Subsidiaries/Joint Ventures/Associate Companies

The Company has following two subsidiaries as on March 31, 2016

**i. Just Dial Inc., USA - wholly owned subsidiary of the Company.**

The revenue for the year grew 22% from 0.15 million USD in FY 2014-15 to 0.19 million USD in FY 2015-16 whereas the total expenses remained almost constant at approx 0.18 million USD for both financial year. The company had recorded Profit after tax from USD 5,356 in FY 2014-15 to USD 7,955 in FY 2015-16

**ii. JD International Pte. Ltd. Singapore, -**

JD International Pte. Ltd. has been incorporated as a wholly owned subsidiary of the Company w.e.f. September 10, 2015 and which has not yet started its operation.

During the year under review, the Company does not have any Material Subsidiary.

Pursuant to requirements of Regulation 16(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated 'Policy on determining Material Subsidiaries' which is posted on website of the Company and same may be viewed at <http://cms.justdial.com/investor-relations/policies>.

The Company does not have any joint venture or associate Company.

## 7. Consolidated Financial Statement

The Audited Financial Statements for the year ended March 31, 2016 of Just Dial Inc. USA and JD International Pte. Ltd., Singapore, wholly-owned subsidiary companies are available on website of the Company i.e. [www.justdial.com](http://www.justdial.com). The Statement containing salient features of the financial statements of the subsidiary companies in the prescribed format i.e. AOC-1 is appended as an 'Annexure - 1' to the Board's Report. The statement also provides the details of performance and financial position of subsidiary company.

The Consolidated Financial Results represents those of the Company and its wholly-owned subsidiaries viz. Just Dial Inc. USA and JD International Pte Ltd. Singapore. The Company has consolidated its results based on the Schedule III of the Companies Act, 2013 and Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) in respect of Consolidation of Financial Statements (AS-21).

## 8. Share Capital

- ❖ The authorised share capital of the Company is ₹1,01,20,00,000/- divided into 10,00,00,000 Equity Shares of face value of ₹10/- each and 12,00,000 Preference Shares of ₹10/- each. There has been no change in the authorised share capital of the Company, during the year under review.

- ❖ During the year under review, the paid-up share capital of the Company has decreased from ₹704.93 million to ₹694.74 million.

- ❖ During year under review, the Company has allotted 42,365 Equity Shares of ₹10/- each to its employees upon exercise of options granted to them under the ESOP Schemes and 10,61,499 equity shares of ₹10/- each have been bought back and cancelled pursuant to buy-back undertaken by the Company.

- ❖ During the year under review, the Company has bought back 10,61,499 equity shares of ₹10/- each at a price of ₹1,550/- per equity shares, for cash aggregating to ₹1,64,53,23,450/- on proportionate basis.

- ❖ The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the year under review.

- ❖ The Company has not issued any sweat equity shares to its Directors or employees, during the year under review.

## 9. Directors and Key Managerial Persons

The Company has 9(Nine) Directors on the Board, of which 3(Three) are Independent Directors, 3(Three) are Non-executive Directors and 3(Three) are Executive Directors including our Managing Directors as on March 31, 2016.

### a. Appointments/resignations from the board of directors

During the year under review, there is no change in the composition of Board of directors of the Company.

### b. Directors Retiring by Rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Ramani Iyer being director liable to, retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment. The information as required to be disclosed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") in case of re-appointment of directors will be provided in the notice of ensuing Annual General Meeting.

### c. Independent Directors

The Company has received declarations/ confirmations from each Independent Directors under section 149(7) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015 (the "Listing Regulations") confirming that they meet the criteria of independence as laid down in the Companies Act, 2013 and the Listing Regulations.

The Board members are provided with all necessary documents/ report and internal policies to enable them to familiarise with the Companies procedures and practices. The Various programs undertaken for familiarizing independent directors with the functions and procedures of the Company are disclosed in the Corporate Governance Report.

#### **d. Appointments/Resignations of the Key Managerial Personnel**

Mr. V. S. S. Mani, Managing Director and Chief Executive Officer; Mr. Ramani Iyer, Whole-time Director, Mr. V. Krishnan, Whole-time Director, Mr. Ramkumar Krishnamachari, Chief Financial Officer, and Mr. Sachin Jain, Company Secretary of the Company are the key managerial personnel as per the provisions of the Companies Act, 2013 and rules made thereunder. There is no change in the key managerial persons, during the year under review.

### **10. Number of Meetings of Board of Directors**

9(Nine) meetings of the Board of Directors of the Company were held, during the year under review. Detailed information of the meetings of the Board is included in the report on Corporate Governance, which forms part of this Report.

### **11. Directors' Responsibility Statement**

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013, the Directors' hereby confirm and state that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) The Directors had prepared the annual accounts on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **12. Policy on Directors' Appointment and Remuneration**

The Company has in place the 'Nomination and Remuneration Policy' in respect of appointment and remuneration of Directors, key managerial persons and senior managerial persons detailing the criteria for determining qualifications, positive attributes, independence of a Director and other matters. The policy is annexed as an '**Annexure - 2**' and forms part of this Report.

The Nomination and Remuneration Policy may be viewed at <http://cms.justdial.com/investor-relations/policies>.

### **13. Performance Evaluation of the Board**

The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees and individual directors including independent Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation of its own performance, the Individual Director including Independent Directors and its Committees on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc .

### **14. Committees of the Board**

The Company has several committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes:



The Committees and their Composition are as follows:

#### Audit Committee

1. Mr. B. Anand	Chairman
2. Mr. Sanjay Bahadur	Member
3. Mr. Malcolm Monteiro	Member
4. Mr. V. S. S. Mani	Member (Appointed w.e.f. January 27, 2016)

#### Nomination and Remuneration Committee

1. Mr. Malcolm Monteiro	Chairman
2. Mr. Sanjay Bahadur	Member
3. Mr. Ravi Adusumalli	Member (Ceased w.e.f. January 27, 2016)
4. Mr. B. Anand	Member (Appointed w.e.f. January 27, 2016)

#### Stakeholders Relationship Committee

1. Mr. Sanjay Bahadur	Chairman
2. Mr. V. S. S. Mani	Member
3. Mr. Ramani Iyer	Member
4. Mr. Ramkumar Krishnamachari	Member
5. Mr. Sachin Jain	Member

#### Corporate Social Responsibility Committee

1. Mr. B. Anand,	Chairman
2. Mr. V. S. S. Mani	Member
3. Mr. V. Krishnan	Member
4. Mrs. Anita Mani	Member (Appointed w.e.f. January 27, 2016)

#### Risk Assessment and Management Committee

1. Mr. B. Anand,	Chairman
2. Mr. Sanjay Bahadur	Member
3. Mr. V. Krishnan	Member
4. Mr. Ramkumar Krishnamachari	Member

#### Management Committee

1. Mr. V.S.S. Mani	Chairman
2. Mr. V. Krishnan	Member
3. Mr. Ramani Iyer	Member

The details with respect to the powers, roles and terms of reference etc. of the relevant committees of the Board are given in detail in the Corporate Governance Report of the Company, which forms part of this Report.

### 15. Corporate Social Responsibility (CSR)

Your Company understands responsibility towards the society, community, employee and environment and positively contributed its shares for betterment of society and environment.

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has formulated and posted CSR Policy on its website which may be viewed at <http://cms.justdial.com/investor-relations/policies>.

The Annual Report on CSR Activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules 2014, undertaken by the Company during the year is attached as an 'Annexure – 3' to this Report.

### 16. Management Discussion & Analysis Report

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the Listing Regulation is presented in a separate section and forming part of Annual Report.

### 17. Corporate Governance

The corporate governance is a ethical business process to create and enhance value and reputation of an organization accordingly your directors functions as trustee of the shareholders and seek to ensure the long term economic value for its shareholders is achieved while balancing interest of all the stakeholders

The report on Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulation forms an integral part of this Report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

A certificate from V. B. Kondalkar & Associates, Practicing Company Secretary, conforming compliance to the conditions of Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulation, is annexed to this Report.

### 18. Details of Establishment of Vigil Mechanism

In terms of the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has implemented a whistle blower policy pursuant to which whistle blowers can raise concern in relation to the matters covered under the policy.

Protected disclosures can be made by a whistle blower through an e-mail to the ethics officer and also have direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. During the year under review there was no any whistle blown in the Company. The whistle blower policy is available at the link: <http://cms.justdial.com/investor-relations/policies>.

## 19. Statement on Risk Management Policy

The Company has in place a Risk Assessment and Management Committee, which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise-wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, market, security, operational, personnel, IT, legal, regulatory, reputational and other risks.

The Risk Assessment Management Committee have identified and assessed all the material risks that may be faced by the Company and ensured proper policy, procedure and adequate infrastructure are in place for monitoring, mitigating and reporting risks on a periodical basis.

## 20. Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not given any loan or provided any Guarantees or security to any person or entity mentioned in Section 186 of the Companies Act, 2013. However, the Company has invested the surplus funds available in the units of mutual funds, tax free bonds and debt securities. The details of which are provided in the standalone financial statement (Please refer Note no. 11 of standalone financial statements).

## 21. Particulars of Contracts or Arrangements with Related Parties

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The statement showing the disclosure of transactions with related parties in Compliance with Applicable Accounting Standards, the details of the same are provided in Note No.24 of the Standalone Financial Statement.

All related party transactions were placed before the Audit Committee and the board for approval.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available at the link: <http://cms.justdial.com/investor-relations/policies>.

The Particulars of contracts or arrangements with related parties is attached in prescribed form AOC-2 as an 'Annexure - 4' and forms part of this report.

## 22. Internal Financial Control System

The Company has in place adequate standards, processes and structures to implement internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed. In addition to above the Company has in place Internal Audit carried out by independent audit firm to continuously monitor adequacy and effectiveness of the internal control system in the Company and status of its compliance.

## 23. Listing

Equity Shares of the Company are listed on the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited (MSEI). The Company has paid its Annual Listing Fees to the stock exchanges for the Financial Year 2016-2017.

In accordance with the requirements of SEBI circular DCS/COMP/12/2015-16 dated October 13, 2015, during the year, the Company has executed Uniform Listing Agreement with BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited (MSEI).

The Company formulated following Policies as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of which are as under :

1. Policy for Preservation of Documents' as per Regulation 9, which may be viewed at <http://cms.justdial.com/investor-relations/policies>.
2. 'Archival Policy' as per Regulation 30, which may be viewed at <http://cms.justdial.com/investor-relations/policies>.
3. 'Policy on Criteria for determining Materiality of events/information' as per Regulation 30, which may be viewed at <http://cms.justdial.com/investor-relations/policies>

## 24. Auditors

### a. Statutory Auditor

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm registration no. 101049W/E300004), has been appointed as Statutory Auditor of the Company for a period of 5 years from the conclusion of 20<sup>th</sup> Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company, subject to ratification by the members annually. Your Company has received necessary confirmation from them stating that they satisfy the criteria provided under section 141 of the Companies Act, 2013

The Board of Directors of your Company has recommended to ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai, to hold the office as Statutory Auditor of the Company from the ensuing Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be mutually decided by the Board of Directors or committee thereof and Statutory Auditor.

The statutory audit report does not contain any qualification, reservation or adverse remark or disclaimer, except the attention fetched in Clause (vii) (b) and (c) of the annexure to auditor's report in respect of undisputed and disputed ESIC and Income tax dues which has been clarified in the note 26 (B) to the Notes to Financial Statements. The comments in note 26(B) of the financial statements, which are self-explanatory and do not call for any further comments by the Board.

#### b. Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014, the Company had appointed V. B. Kondalkar & Associates, Practicing Company Secretary, to undertake Secretarial Audit for the financial year ended March 31, 2016 and same has been re-appointed as Secretarial Auditor for the financial year 2016-2017. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith and marked as an 'Annexure -5' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### c. Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Company had appointed M/s. Haribhakti & Co. LLP, Chartered Accountants, to undertake Internal Audit for financial year ended March 31, 2016 and same has been re-appointed as Internal Auditor for the financial year 2016-2017.

### 25. Material Changes And Commitments

There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company, i.e. March 31, 2016 and the date of Directors' Report, i.e. May 20, 2016.

### 26. Details of Significant and Material Orders

During the year under review there were no significant and material orders passed by the regulators/courts/tribunals, which may impact the going concern status and the Company's operations in future.

### 27. Particulars of Employees and Related Disclosures

- The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report as an 'Annexure - 6'.
- The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as an 'Annexure - 7'.
- Neither the Managing Director nor Whole-time Directors of the Company receive any remuneration or commission from its subsidiary.

### 28. Transfer to Investor Education and Protection Fund

The Company does not have any unpaid/unclaimed amount which is required to be transferred, under the provisions of Companies Act, 2013 into the Investor Education and Protection Fund (IEPF) of the Government of India, However, following are the outstanding amount as on March 31, 2016 with the Company:

#### a. Unclaimed Dividend:

Sr. No.	Financial Year	Amount (₹)
1.	2013-14	55,042
2.	2014-15	46,890
<b>Total</b>		<b>1,01,932</b>

#### b. Unclaimed share application money pending for refund of ₹7,27,661/-.

The Company will transfer the unclaimed amount, if any, lying in aforesaid accounts on completion of seven years from the date it become due for refund.

### 29. Conservation of Energy and Technology Absorption

The disclosures to be made under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

**A. Conservation of Energy****(i) The steps taken or impact on conservation of energy:**

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. Some of the measures undertaken by the Company on a continuous basis, including during the year, are listed below:

- a) Use of LED Lights at office spaces.
- b) Rationalisation of usage of electricity and electrical equipment- air-conditioning system, office illumination, beverage dispensers, desktops.
- c) Regular monitoring of temperature inside the buildings and controlling the air-conditioning system.
- d) Planned Preventive Maintenance schedule put in place for electro-mechanical equipment.
- e) Usage of energy efficient illumination fixtures.

**(ii) Steps taken by the Company for utilizing alternate source of energy.**

The business operation of the Company are not energy-intensive, hence apart from steps mentioned above to conserve energy, the management would also explore feasible alternate source of energy.

**(iii) The capital investment on energy conservation equipment:**

There is no capital investment on energy conservation equipments during the year under review.

**B. Technology Absorption****(i) The efforts made towards technology absorption:**

The Company is itself operates into the dynamic information technology space. The Company has a sizeable team of Information technology to evaluate technology developments on a continuous basis and keep the organisation updated. The Company also has an in-house research and development department to cater the requirements of existing business as well as new products, services, designs, frameworks, processes and methodologies. This allows the

Company to serve its users in innovated ways and provide satisfaction and convenience to the users and customers.

**(ii) The benefits derived :**

The Company emphasizes the investment in technology development and has immensely benefited from it. The Company has developed most of its softwares required for operations as well as its apps, in-house. It has saved a sizeable amount of funds, ensured data protection and also helps to understand in better way the requirement of users and customers.

(iii) The Company has not imported any technology during last three years from the beginning of the financial year.

(iv) The Company has not incurred any expenditure on Research and Development during the year under review.

**C. Foreign Exchange Earnings and Outgo**

The Company has not earned any foreign exchange during the financial year under review. The foreign exchange outgo during the year is as under:

Sr. No.	Particulars	Amount in ₹	
		2015-16	2014-15
1.	Travelling and conveyance	819,681	1,937,005
2.	Internet and server charges	46,169,832	29,961,494
3.	Advertising and sales promotion	7,439,796	5,512,726
4.	Data base and content charges	1,392,720	1,468,845
5.	Administrative Support Charges	12,754,284	4,973,207
6.	Professional and Legal Expenses	6,762,590	-
<b>Total</b>		<b>75,338,903</b>	<b>43,853,277</b>

**30. Extract of the Annual Return:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of the Annual Return as on March 31, 2016 forms part of this report as an 'Annexure -8'.

**31. Prevention of Sexual Harassment**

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which

may fall under the ambit of sexual harassment at work place. The Company has not received any complaint during the year under review.

The policy framed pursuant to the legislation Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules framed there under may be viewed at <http://cms.justdial.com/investor-relations/policies>.

### 32. Employees' Stock Option Scheme

The Stock Option Schemes enable the Company to hire and retain the best talent for its senior management and key positions. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Schemes in accordance with the applicable SEBI Regulation.

The Company has granted 1,09,888 options under ESOP schemes, during the year under review.

The Company has cancelled 1,13,710 lapsed options and out of which 43,072 options were re-issued to employees of the Company.

The applicable disclosures as stipulated under the SEBI (Share Based Employee Benefits) Regulations 2014 as on March 31, 2016 (cumulative position) with regard to the Just Dial Private Limited Employee Stock Option Scheme, 2010, Just Dial Limited Employee Stock Option Scheme, 2013 and Just Dial Limited Employee Stock Option Scheme, 2014 are disclosed on the Company's website which may be viewed at <http://justdial.com/investor-relations/downloads>.

Except Just Dial Private Limited Employee Stock Option Scheme, 2010, all other schemes i.e. Just Dial Limited Employee Stock Option Scheme, 2013 and Just Dial Limited Employee Stock Option Scheme, 2014 are in Compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. The Company does not intend to grant any further options under the Just Dial Private Limited Employee Stock Option Scheme, 2010. There were no material changes in aforesaid schemes, during the year under review.

The Company has received a certificate from the Auditors of the Company that the Schemes have been implemented in accordance with the SEBI Regulations and the resolution passed by the members. The certificate would be placed at the Annual General Meeting for inspection by members. Voting rights on the shares issued to employees under the ESOS are either exercised by them directly or through their appointed proxy.

### 33. Acknowledgements

Your Directors take the opportunity to express our deep sense of gratitude to all users, vendors, Government and non-governmental agencies and bankers for their continued support in Company's growth and look forward to their continued support in the future.

Your Directors would also like to express their gratitude to the shareholders for reposing unstinted trust and confidence in the management of the Company.

#### Registered Office

#### Just Dial Limited

CIN: L74140MH1993PLC150054  
501/B, 5<sup>th</sup> Floor  
Palm Court, Building – M,  
New Link Road, Malad (West),  
Mumbai – 400 064.

Place: Mumbai  
Date : May 20, 2016

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

Sd/-  
**V. S. S. Mani**  
Managing Director and Chief Executive Officer  
(DIN-00202052)

Sd/-  
**Ramani Iyer**  
Whole-time Director  
(DIN-00033559)

## Annexure – 1

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

#### Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Just Dial Inc. Delaware, United States of America	JD International Pte Limited, Singapore.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	US Dollars. Ex rate: 1 USD = ₹66.33	Singapore Dollars. Ex rate: 1 SD = ₹49.02
4.	Share capital	3,21,71,457	4,902
5.	Reserves & surplus	(2,64,86,884)	(3,06,352)
6.	Total assets	83,43,219	4,902
7.	Total Liabilities	83,43,219	4,902
8.	Investments	0	0
9.	Turnover	1,24,41,138	0
10.	Profit before taxation	5,60,216	(3,06,352)
11.	Provision for taxation	39,453	0
12.	Profit after taxation	5,20,763	(3,06,352)
13.	Proposed Dividend	0	0
14.	% of shareholding	100%	100%

\* Exchange rate for the turnover is considered on average rate of foreign exchange, during the financial year.

Notes:

1. The Company do not have any subsidiary, which is yet to commence operations except JD International Pte Limited, Singapore.
2. The Company has not liquidated or sold any subsidiary, during the year under consideration.

#### Part “B”: Associates and Joint Ventures

The Company does not have any Associate or Joint Venture Company, during the year under consideration.

For and on behalf of the Board of Directors of

**Just Dial Limited**

Sd/-

**V. S. S. Mani**

Managing Director and  
Chief Executive Officer  
(DIN: 00202052)

Sd/-

**Ramani Iyer**

Whole Time Director  
(DIN: 00033559)

Sd/-

**Ramkumar Krishnamachari**

Chief Financial Officer

Sd/-

**Sachin Jain**

Company Secretary

Place: Mumbai

Date: May 20, 2016



## Annexure – 2

**The information under Section 134 (3) (e) of the Companies Act, 2013 with respect to the Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178.**

**Just Dial Limited**

### Nomination and Remuneration Policy

#### 1. Introduction

In pursuance of the Company's philosophy to consider human resources as its invaluable assets and to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Senior Managerial Persons of the Company, to harmonise the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Managerial Persons has been formulated by the Committee and approved by the Board of Directors.

#### 2. Objective and purpose of the Policy

The objective and purpose of this policy are:

- i. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a Policy on diversity of Board of Directors;
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- v. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

#### 3. Definitions

- i) Board means Board of Directors of the Company.
- ii) Directors mean Directors of the Company.
- iii) Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- iv) Company means Just Dial Limited.

- v) Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
- vi) Key Managerial Personnel (KMP) means:
  - a) Managing Director;
  - b) Whole-time Director;
  - c) Chief Financial Officer;
  - d) Company Secretary;
  - e) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- vii) Senior Managerial Persons means personnel of the Company occupying the position of Sr. Vice President and above or head of any department of the Company.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### 4. Applicability

The Policy Shall be applicable to:

- i) Directors (Executive, Non-Executive and Independent)
- ii) Key Managerial Personnel
- iii) Senior Managerial Personnel

#### 5. General Provisions

This Policy is divided in three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board,

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

#### PART – A

**Matters to be dealt with, Perused and Recommended to the Board by the Nomination and Remuneration Committee**

**The Committee shall:**

- i) Formulate the criteria for determining qualifications,



positive attributes and independence of a director. The Committee may consider following criteria for the same:

- a) Possess fundamental qualities of intelligence, perceptiveness, good judgment, maturity, high ethics and standards, integrity and fairness.
- b) Have a genuine interest in the Company and recognition that, as a member of the Board, one is accountable to the shareholders of the Company, not to any particular interest group.
- c) Have, as a general rule, a background that includes broad business experience or demonstrates an understanding of business and financial affairs and the complexities of a large, multifaceted, global business organization.
- d) Have no irreconcilable conflict of interest or legal impediment which would interfere with the duty of loyalty owed to the Company and its shareholders.
- e) Have the ability and be willing to spend the time required to function effectively as an Independent Director.
- f) Have independent opinions and be willing to state them in a constructive manner.
- g) The Independent Directors, apart from the Directors remuneration, do not have any material pecuniary relationship of transactions with the Company, its promoter, its director, its senior management or its holding company, its subsidiary and associate companies which may affect his/her independence as an Independent Director and have not had any pecuniary relationships with the Company, its holding company, subsidiary and associate companies, or its promoters or directors during the current financial year and immediately preceding two financial years;
- h) None of relatives of the Independent Directors, had, or have, any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate companies, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or ₹ 50 lakhs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- i) The Independent Directors have not, nor in the past have been, a promoter of the Company or its holding, subsidiary or associate companies;
- j) The Independent Directors do not related to promoters or directors of the Company, its holding, subsidiary or associate companies or to persons occupying management positions at the board level or at one level below the board in the Company;
- k) The Independent Directors have not been an executive of the Company in the immediately preceding three financial years;
- l) The Independent Directors should not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm that is associated with the Company, and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the Company.
- m) No Independent Director or its relatives:
  1. hold or has held the position of a key managerial personnel or is or has been an employee of the Company or its holding, subsidiary or associate company in any of the three immediately preceding financial year;
  2. is or has been, in any of the three financial years immediately preceding the financial year in which he/she was appointed, an employee or proprietor or a partner, of:
    - (a) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company;
    - (b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  3. hold, together with its relatives, 2% or more of the total voting power of the Company; or
  4. is a Chief Executive or Director, by whatever name called, of any non-profit organization that: (a) receives 25% or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company; or (b) holds 2% or more of the total voting power of the Company.
- n) The Independent Directors should not be a material supplier, service provider or a customer or a lessor or lessee of the Company, which may affect his/her independence as a Director;

ii) Identify persons who are qualified to become Director. The Committee may consider following criteria for the same:

- a) Directors will be selected on the basis of talent and experience without regard to race, religion, sex or national origin. The Company seeks a Board with a diversity of background among its members and a Board that will possess certain core competencies.
- b) Directors will be leaders in their field, have broad experience, show familiarity with national and international issues, possess sound business judgment, and have other attributes that will enhance shareholder value.
- c) Possess fundamental qualities of intelligence, perceptiveness, good judgment, maturity, high ethics and standards, integrity and fairness.
- d) Have a genuine interest in the Company and recognition that, as a member of the Board, one is accountable to the shareholders of the Company, not to any particular interest group.
- e) Have no irreconcilable conflict of interest or legal impediment which would interfere with the duty of loyalty owed to the Company and its shareholders.
- f) Have the ability and be willing to spend the time required to function effectively as a Director.

iii) Identify persons who may be appointed in Key Managerial and Senior Managerial Persons.

In respect of Key managerial Persons, other than Managing Director and Whole-time Directors (which were covered above), and Senior Managerial Persons the Committee may consider following criteria:

- a) Possess fundamental qualities of intelligence, perceptiveness, good judgment, maturity, high ethics and standards, integrity and fairness.
- b) Possess necessary educational qualification required for the position.
- c) Minimum and maximum age for the post
- d) Minimum relevant experience for the post.

iv) Recommendation to the Board, Appointment of Directors, Key Managerial Persons and Senior Managerial Persons.

The Committee will time to time discuss and review with Managing Director, whole-time Director and HR Department about the appropriate skills and characteristics of Directors, Key Managerial Persons and Senior Managerial Persons. This should include issues of diversity, age, business or academic background and other criteria that the Committee finds to be relevant. Based on this discussion and review, the Committee may submit its report to the Board on appointment of Director, Key Managerial Persons and Senior Managerial Persons.

## PART – B

### Policy for Appointment and Removal of Director, KMP and Senior Managerial Persons

#### I. Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has not attained the age of 21 years or has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### II Term / Tenure:

##### 1. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### 2. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

### 3. Evaluation:

The Committee shall carry out annual evaluation of performance of every Director, Key Managerial Persons and Senior Managerial Persons. The Committee may discuss and review with Managing Director, Whole-time Director, HR Department and Head of Departments about the appropriate skills, characteristics of Directors, Key Managerial Persons and Senior Managerial Persons. Based on this discussion and review, the Committee may submit its report to the Board on evaluation for appraisal, rewards, recognition etc. of Director, Key Managerial Persons and Senior Managerial Persons.

### 4. Removal:

Pursuant to any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Key Managerial Persons and Senior Managerial Persons subject to the provisions and compliance of the said Act, rules and regulations.

The Committee will time to time discuss and review with Managing Director, Whole-time Director and HR Department about the performance and suitability of Directors, Key Managerial Persons and Senior Managerial Persons. Based on this discussion and review, the Committee may submit its report to the Board on removal of Director, Key Managerial Persons and Senior Managerial Persons.

### 5. Retirement:

The Director, Key Managerial Persons and Senior Managerial Persons shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Key Managerial Persons and Senior Managerial Persons in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## PART - C

### Policy Relating to the Remuneration for the whole-time Director, Key Managerial Persons and senior Managerial Persons

#### 1. General:

- I. The remuneration / compensation / commission etc. to the Managing Director, Whole-time Directors, Key Managerial Persons and Senior Managerial Persons will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- II. The remuneration and commission to be paid to the Managing Director, Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
- III. The remuneration and commission to be paid to Non-Executive Directors and Independent Directors should be based on time spent carrying out Board and committee responsibilities and be competitive with comparable companies. In addition, a significant portion of Director compensation should align Director's interests with the long-term interests of shareholders.
- IV. The Company management should report to the Committee on an annual basis about the Company's compensation practices compared with those of other peer companies, industry and current market scenario. The Committee makes recommendation to the Board relating thereto. The Board should make changes in its compensation practices only upon the recommendation of the Committee:
- V. The Committee will consider following components in remuneration of Director, Key Managerial Persons and Senior Managerial Persons:

- a. Fixed Pay: The Managing Director, Whole-time Director, Key Managerial Persons and Senior Managerial Persons shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
  - b. Commission of net Profit to Directors, to the extent permissible under Companies Act, 2013, Rules and Regulation, as amended from time to time, Articles of association and approved by the Shareholders of the Company.
  - c. Sitting fees for attending board and its committee meetings by Non-Executive and Independent Directors to the extent permissible under Companies Act, 2013, Rules and Regulation, as amended from time to time, Articles of Association and approved by the Shareholders of the Company.
  - d. Incentives to Managing Director, Whole-time Director Key Managerial Persons and Senior Managerial Persons, based on the performance of the Company as well individual performance.
  - e. Stock options to Key Managerial Persons and Senior Managerial Persons. Independent Directors shall not be entitled to any stock option of the Company.
  - f. Any other Benefits such as company car, company health care facility, telephone, company housing as may be.
- VI. The Committee may review existing Remuneration of Directors, Key Managerial Persons and Senior Managerial Persons. Increments or revision to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of the Directors of the Company.
- VII. Minimum Remuneration:**
- If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- VIII. Provisions for excess remuneration:**
- If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, he / she shall hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.
- IX. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

## Annexure – 3

### The Annual Report on CSR activities of the Company

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Most people say 'associating one's business to CSR activities is a matter of good business'. There is no denying that it is true but there will always be a thin line between doing what you have to and what you want to. Just Dial as a Company has always been in the forefront of understanding what its users want and delivering the same so life becomes a little easier. Keeping this in mind Founder of Just Dial, Mr. V.S.S Mani, has always believed that true responsibility is when one genuinely feels a connect to what they put their hands to. Else it remains nothing more than 'just a job'.

Just Dial has been associated with socially beneficial drives which include contributing to the field of education, environment, disaster relief, rural development, healthcare and social welfare. These activities are carried out in the most efficient and holistic manner possible. To ensure that the effort goes a long way, long term plans are made and executed. We aim to organise and carry out more number of such activities, within these fields and more. The activities are initiated not primarily as mandates, but root from a deep understanding of a holistic way of living. There is no meaning to life if one does not evolve. Aiding lesser fortunate children or planting one more sapling sensitises us to the needs of others and our responsibilities to the society we live in. It also teaches us to be more appreciative of what we have rather than turning a blind eye to what is right in front of us.

Moving forward we look at many such initiatives which will bring us to a common ground and build us to becoming better people. This understanding is inculcated in our work culture and we envision it to stretch out to situations and fields that are in need. We hope our efforts make a considerable difference in the society and that the evolution of one's self will see a new light. The policy on Corporate Social Responsibility may be viewed at <http://cms.justdial.com/investor-relations/policies>.

2. The Composition of the CSR Committee is as under:

Sr. No.	Name of Director	Designation	Nature of Directorship
1	Mr. B. Anand	Chairperson	Independent Director
2	Mr. V. S. S. Mani	Member	Managing Director
3	Mr. V. Krishnan	Member	Whole-time Director
4.	Mrs. Anita Mani	Member	Women Director

3. Average net profit of the Company for last three financial years is as under:

Particulars	Amount in ₹
PBT for 2012-2013	984,281,809
PBT for 2013-2014	1,648,555,951
PBT for 2014-2015	1,905,415,231
Average PBT for three years	<b>1,512,750,997</b>

4. Prescribed CSR Expenditure (two percent. of the amount as in item 3 above) – ₹30,255,020/-.
5. Details of CSR spent during the financial year. : ₹59,60,000/-  
Total amount to be spent for the financial year : ₹30,255,020/-  
Amount unspent , if any;: ₹24,295,020/-

Manner in which the amount spent during the financial year is detailed below.

Amount in ₹

1	2	3	4	5	6	7	8
Sl. No.	CSR Project or activity Identified	Sector in which the Project is covered	Projects or programs 1) Local area or other 2) Specify the State and district projects or programs was undertaken	Amount outlay (budget) Project or Programs wise	Amount spent on the Project or programs Sub-heads: 1) Direct expenditure on projects or programs- 2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1	Educational Purpose	Education	Local Maharashtra, Mumbai	48,00,000	48,00,000	96,00,000	Through Sri Sri Ravishankar Vidya Mandir, Mumbai
2	Providing Solar Lights to villages	Rural Development	Local Maharashtra, Mumbai	7,60,000	7,60,000	7,60,000	Through Chirag Rural Development Foundation
3	Providing footwear to underprivileged people	Healthcare	Local Maharashtra, Mumbai	4,00,000	4,00,000	4,00,000	Through Greensole Footwear Private Limited

6. The Company has spent a considerable amount on CSR activities, however, the detailed reason in respect of unspent amount are given herein below:
- The Company was voluntarily into CSR activities before enactment of statutory requirement of CSR. The Company has applied for formation of Trust to carry out CSR activities. However, the Company has continued with the CSR activities of adoption of a school at Dharavi Mumbai for education of children, rural development, healthcare, social welfare and also spent the amounts in the various fields for the betterment of the society.
  - There are also certain philanthropic/CSR activities/initiatives undertaken by the Company for the substantial well-being of the people in the community, which are not getting covered under the above CSR report due to the specified format under the applicable Rules.
  - Once the Trust for CSR activities formed and start its activities, the Company will fulfill its CSR obligation as prescribed under the Act, in full.
7. The Corporate Social Responsibility Committee confirms and states that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

Sd/-

**V. S. S. Mani**

Managing Director and Chief Executive Officer  
(DIN-00202052)

Sd/-

**B. Anand**

Chairman - CSR Committee  
(DIN-02792009)

Place: Mumbai

Date: May 20, 2016

## Annexure – 4

### Form No. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso there to**

#### 1. Details of contracts or arrangements or transactions not at arm's length basis: N.A.

a.	Name(s) of the related party and nature of relationship	
b.	Nature of contracts/arrangements/transactions	
c.	Duration of the contracts / arrangements/transactions	
d.	Salient terms of the contracts or arrangements or transactions including the value, if any.	
e.	Justification for entering into such contracts or arrangements or transactions.	
f.	date (s) of approval by the Board	
g.	Amount paid as advances, if any:	
h.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Mr. V.S.S. Mani Mrs. Anita Mani Relationship – Directors of the Company
b.	Nature of contracts/arrangements/transactions	The Company has purchased office premises i.e. 501/B Palm Court, Building M, New Link Road, Malad (West), Mumbai - 400 064 vide sale deed dated April 7, 2015.
c.	Duration of the contracts / arrangements/transactions	One time transaction
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	(Terms and Condition - As per Sale Agreement) ₹ 9.00 Crores
e.	Date(s) of approval by the Board, if any:	28 <sup>th</sup> January 2015
f.	Amount paid as advances, if any:	NIL

Details of related party transactions i.e. transactions of the Company, with its promoters, the Directors or the management, their relatives or with the subsidiaries of the Company etc. are provided under Note no. 24 to Standalone Financial Statements.

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

Sd/-  
**V. S. S. Mani**  
Managing Director and Chief Executive Officer  
(DIN-00202052)

Sd/-  
**Ramani Iyer**  
Whole-time Director  
(DIN-00033559)

Place: Mumbai  
Date : May 20, 2016



## Annexure – 5

### Form No. MR-3

#### Secretarial Audit Report

##### For the Financial Year Ended on March 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Just Dial Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Just Dial Limited (hereinafter called the Company), having its Registered Office at Palm Court, Building-M, 501/B, 5<sup>th</sup> Floor, Beside Goregaon Sports Complex, New Link Road, Malad (W), Mumbai – 400064. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information

provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 (Audit Period) generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2016 according to the provisions of:

(i)	The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii)	The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii)	The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv)	Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company;
(v)	The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
	(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
	(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified on 15 <sup>th</sup> May, 2015.
	(c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 <sup>th</sup> October, 2014;
	(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
	(e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses/regulations of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India (Applicable with effect from 1<sup>st</sup> July, 2015).
- The Equity Listing agreement entered into by the Company with Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above

During the period under review, provisions of the following regulations were not applicable to the Company:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

I further report that, having regard to the Compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a) The Indian Telegraph Act, 1885 and the Rules framed there under; and
- b) Telecom Regulatory Authority of India (TRAI) Act, 1997 and Regulation made thereunder.

#### **I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the meetings of the Board of Directors of the Company and committee Meetings are carried through on the basis of Majority. There were no dissenting views by any member of the Board or Committee thereof during the Audit Period.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the Company has:

- a) Issued and allotted 42,365 Equity Shares as per the Just Dial Employee Stock Options Scheme, 2010, 2013 and 2014.
- b) Bought back 10,61,499 equity shares of ₹10/- each at a price of ₹1,550/- per equity shares for cash aggregating to ₹1,64,53,23,450/- on proportionate basis.
- c) JD International Pte. Limited, Singapore has been incorporated as a wholly owned subsidiary of the Company w.e.f. September 10, 2015.

#### **For V. B. Kondalkar & Associates Company Secretaries**

Sd/-

**Vijay Kondalkar**

Proprietor

ACS – 15697, CP - 4597

Place : Mumbai

Date : May 20, 2016

**Note:** This report is to be read with My letter of even date which is annexed as an '**Annexure A**' and forms an integral part of this report.

## Annexure – A

To,  
The Members,  
**Just Dial Limited**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For V. B. Kondalkar & Associates**  
**Company Secretaries**

Sd/-  
**Vijay Kondalkar**  
Proprietor  
ACS – 15697, CP - 4597

Place : Mumbai  
Date : May 20, 2016

## Annexure – 6

### Particular of Employee Detail required as per Rule 5(2) and (3) of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014:

A statement showing following details of every employee of the Company who was in receipt of remuneration in excess of ₹60 Lacs, if employed throughout the year or ₹5 Lacs per month, if employed for part of the financial year or received remuneration in excess of that drawn by the MD/WT/Manager & holding 2% or more of equity share capital of the Company (himself along with spouse & dependent children):

Sr. No	Name of the Employee	Designation	Remuneration received* (Amount in ₹)	Nature of employment (whether contractual or otherwise)	Qualification & Experience	Date of Joining / (Leaving)	Age	Last employment held by such employee before joining the Company	% of Equity shares held by the employee in the Company	If employee is a relative of any director or manager of the Company then name of such director or manager
1	Ramani Iyer	Whole Time Director	15,882,111	Full Time	Diploma in Hotel management from Delhi Institute of management and Services, 23 Years	01/08/2014	47	NA	1.72	Brother of Directors Mr. V. S. S. Mani & Mr. V. Krishnan
2	V. Krishnan	Whole Time Director	16,000,000	Full Time	Discontinued B. Com. 23 Years	28/10/2005	46	NA	1.51	Brother of Directors Mr. V. S. S. Mani & Mr. Ramani Iyer
3	V. S. S. Mani	Managing Director and Chief Executive officer	17,579,805	Full Time	Discontinued B. Com. 28 Years	Since Incorporation	50	NA	28.09	Brother of Directors Mr. Ramani Iyer & Mr. V. Krishnan
4	Ramkumar Krishnamachari	Chief Financial Officer	10,200,782	Full Time	CA, ICWA, CPA & CFA, 25 Years	08/08/2010	49	Royal Sundaram General Insurance Allied Company Limited	0.05	NA
5	Sandipan Chattopadhyay	Chief Technology Officer	11,821,640	Full Time	Bachelor's degree in Statistics from the Indian Statistical Institute, Kolkata and Post-Graduate Diploma in Computer Aided Management from IIM, Kolkata. 19 years	01/01/2009 (31/12/2015)	43	E Dot Solutions India Private Limited	0.01	NA
6	Rakesh Ojha	Country Head - Business Development	8,935,400	Full Time	B. Com, 21 Years	11/07/1995	40	NA	0.03	NA
7	Koora Srinivas	Deputy - CFO	8,348,635	Full Time	B.Com & MBA, 16 Years	01/12/1999 (03/02/2016)	40	NA	0.08	NA
8	Jyoti Gandhi	Sr. Vice President	7,056,399	Full Time	Graduate (English Honors)	5/06/1998	38	NA	0.01	NA
9	Vijay Gandhi	Vice President	6,218,964	Full Time	B. Com, 16 Years	03/07/2000	39	NA	0.02	NA
10	Rajiv Nair	Vice President	6,653,399	Full Time	Diploma in computer science discontinued in 1997-98 from Ambedkar institute of technology affiliated by Bangalore University	12/02/1999	38	NA	0.01	NA

## Directors' Report

Sr. No	Name of the Employee	Designation	Remuneration received* (Amount in ₹)	Nature of employment (whether contractual or otherwise)	Qualification & Experience	Date of Joining / (Leaving)	Age	Last employment held by such employee before joining the Company	% of Equity shares held by the employee in the Company	If employee is a relative of any director or manager of the Company then name of such director or manager
11	Prashant Nagar	Vice President	6,885,923	Full Time	MBA	1/09/1999	43	NA	0.01	NA
12	Ajay Mohan	Group Vice President	10,667,847	Full Time	B. Com, 20 Years	06/01/1996	40	NA	0.03	NA
13	Jaimin Shah	CTO - JD Omni	8,569,380	Full Time	B.Tech, 16 years	02/04/2012	38	Infomedia 18	0.00	NA
14	Abhishek Bansal	Vice President - Corporate Strategy	5,687,916	Full Time	MBA, 7 years	19/05/2014	31	Credit Suisse (Mumbai)	0.00	NA
15	Narasimha Prasad	Chief Architect - Lme & International	6,427,500	Full Time	B.E. & EPM (Hass Berkeley University), 21 years	12/01/2015	45	Yahoo R&D India Private Limited	0.00	NA
16	Naushad Vali	Chief Architect - Mobile Technologies	7,327,001	Full Time	MCA 11 Years	17/05/2010	36	Reliance Big Entertainment Pvt Ltd	0.01	NA
17	Chandra kant Verma	Chief Architect - Search	6,372,478	Full Time	MCA, 13 years	17/05/2010	40	Reliance Big Entertainment Pvt Ltd	0.01	NA
18	Rajesh Kumar Garg	Chief Architect - Mobile Technologies	6,584,996	Full Time	B. Tech, M. Tech 12 Years	01/06/2010	36	Reliance Big Entertainment Pvt Ltd	0.01	NA
19	Sandeep Kanchan	Chief Product Officer	6,514,910	Full Time	Graduate, 20 years	01/01/2001	40	Microwave Communications Pvt Ltd	0.00	NA
20	Shreos Roychowdhury	Chief Technical Architect	5,051,086	Full Time	M.Sc. (Physics) from IIT, Kanpur, 19 years	21/09/2010 (09/10/2015)	43	Reliance Big Entertainment Pvt Ltd	0.03	NA
21	Rampura Venkatachar Raman	Group Chief Technology Officer	4,583,475	Full Time	B.E. (Electronics & communication and MBA (International Marketing) 22 years	16/09/2015	47	Forus Health Private Limited	0.00	NA

\* The Remuneration for the purpose of this table is excluding Perquisite value of stock options exercised since it does not form part of total cost to the company.

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

Sd/-

**V. S. S. Mani**

Managing Director and Chief Executive Officer  
(DIN-00202052)

Sd/-

**Ramani Iyer**

Whole-time Director  
(DIN-00033559)

Place: Mumbai  
Date : May 20, 2016

## Annexure – 7

Details required as per sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) **The Ratio of the Remuneration of each Director to the median employee's remuneration, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or manager, if any, in the financial year, comparison of remuneration of the Key Managerial Personnel against performance of the Company and Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:**

Name of Director	Remuneration of Director/ KMP (₹ in Mn)	% increase in remuneration on FY 2015-16	Remuneration of each Director/ to median Remuneration of employee	Comparison of remuneration of KMP against performance of the Company
<b>Executive Directors</b>				
Mr. V. S. S. Mani	17.58	3.48%	61.02	Profit before tax increased by 3.96% and Profit after tax increased by 2.10% in the financial year 2015-16
Mr. Ramani Iyer	15.88	-#	55.13	
Mr. V. Krishnan	16.00	4.36%	55.54	
<b>Non-Executive and Independent Directors</b>				
Mr. B. Anand	0.70	0.00	2.43	
Mr. Sanjay Bahadur	0.70	0.00	2.43	
Mr. Malcolm Monteiro	0.70	0.00	2.43	
<b>Chief Financial Officer</b>				
Mr. Ramkumar Krishnamachari*	10.20	6.90%	-	Profit before tax increased by 3.96% and Profit after tax increased by 2.10% in the financial year 2015-16
<b>Company Secretary</b>				
Mr. Sachin Jain*	4.07	8.90%	-	

\* The Remuneration is excluding of Perquisite value of stock options exercised since it does not form part of total cost to the Company.

# Increase in remuneration of Mr. Ramani Iyer, Whole-time Director of the Company is not comparable as he was not in office for full year in previous financial year.

- (ii) **the percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of employees of the Company during the financial year was ₹2,88,085/-. In the financial year, there was an increase of 8.52% in the median remuneration of employees.

- (iii) **the number of permanent employees on the rolls of the Company:**

As on March 31, 2016, the Company has 11,142 permanent employees on its rolls.

- (iv) **the explanation on the relationship between average increase in remuneration and Company performance:**

The increase in Company's net sales for the Financial Year FY 2015-16 was 17.13%, and Profit before Tax increased by 3.88% whereas the increase in median remuneration was 8.52%. The average increase in remuneration is based on factors such as the Company's performance, the average increases being given by similar companies in the industry and overall budgetary impact within the Company thus average increase in median remuneration was in line with the performance of the Company.

- (v) **variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:**

Particulars	31-Mar-16	31-Mar-15	Variation
Closing Rate of Shares at NSE (₹)	766.40	1323.75	-42.10%
Market capitalisation (₹ in mn)	53,245	93,315	-42.94%
Price Earnings Ratios (Based on Basic EPS) (₹)	38.09	66.99	-43.13%

The Company has offered its share in Initial Public offer (IPO) at a price of ₹530/- per equity shares and the closing price at the National Stock Exchange on March 31, 2016 is ₹766/- equity shares. The share price is increased by 44.60% in comparison to the rate at which the Company came out with the last public offer

- (vi) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 16.01% whereas the increase in the managerial remuneration for the same financial year was 12.61%.

- (vii) **the key parameters for any variable component of remuneration availed by the Directors:** The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and remuneration Committee as per the remuneration Policy for Directors, key Managerial Personnel and other Employees, within the overall limits approved by the shareholders.

- (viii) **the ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year : N.A.**

**It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.**

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

Sd/-

**V. S. S. Mani**

Managing Director and Chief Executive Officer  
(DIN-00202052)

Sd/-

**Ramani Iyer**

Whole-time Director  
(DIN-00033559)

Place: Mumbai

Date : May 20, 2016



## Annexure – 8

### Form No. MGT-9

#### Extract of Annual Return

as on the financial year ended on 31<sup>st</sup> March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. Registration and other details:

Sr. No.	Registration and Other Details	
1.	CIN	L74140MH1993PLC150054
2.	Registration Date	20-12-1993
3.	Name of the Company	Just Dial Limited
4.	Category of the Company	Company limited by shares
5.	Sub-Category of the Company	Indian Non-Government Company
6.	Address of the Registered office	Palm Court Bldg M, 501/B, 5 <sup>th</sup> Floor, New Link Road, Beside Goregaon Sports Complex, Malad (W), Mumbai – 400064.
7.	Contact details	Phone. 022-28884060 Fax.022-28823789.
8.	Whether listed company	Yes
9.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Phone: 040-67162222 Fax: 040-23001153.

#### II. Principal business activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company are:-

Sr. No.	Name and Description of the main products/service	NIC Code of the Product/ Service	% to total turnover of the company
1.	Other Information Service Activity n.e.c.	63999	100

#### III. Particulars of holding, subsidiary and associate companies

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/	% of shares held	Applicable section
1.	Just Dial Inc. 2711, Centerville Road, Suite 400, Wilmington, Delaware, USA 19808.	Foreign Company	Subsidiary	100%	2(87)
2.	JD International Pte. Ltd 16, Raffles Quay, #33-03, Hong Leong Building, Singapore (048581).	Foreign Company	Subsidiary	100%	2 (87)

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on March 31, 2015]				No. of Shares held at the end of the year [As on March 31, 2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	23108834	-	23108834	32.78	22376903	-	22376903	32.21	(0.57)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1): -</b>	<b>23108834</b>	<b>-</b>	<b>23108834</b>	<b>32.78</b>	<b>22376903</b>	<b>-</b>	<b>22376903</b>	<b>32.21</b>	<b>(0.57)</b>
a) NRIs- Individual	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2): -</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)</b>	<b>23108834</b>	<b>-</b>	<b>23108834</b>	<b>32.78</b>	<b>22376903</b>	<b>-</b>	<b>22376903</b>	<b>32.21</b>	<b>(0.57)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	680239	-	680239	0.96	885569	-	885569	1.27	0.31
b) Banks / FI	30502	-	30502	0.04	19394	-	19394	0.03	(0.01)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	20338665	-	20338665	28.85	27137836	-	27137836	39.06	10.21
h) Foreign Venture Capital Funds	2995123	-	2995123	4.25	2911148	-	2911148	4.19	(0.06)
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>24044529</b>	<b>-</b>	<b>24044529</b>	<b>34.11</b>	<b>30953947</b>	<b>-</b>	<b>30953947</b>	<b>44.55</b>	<b>10.44</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	307785	-	307785	0.44	805030	-	805030	1.16	0.72
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	1141722	3638	1145360	1.62	2731719	3305	2735024	3.94	2.32
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	811470	16800	828270	1.17	1279107	16800	1295907	1.87	0.70
<b>c) Others (specify)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Non Resident Indians	50325	-	50325	0.07	238115	-	238115	0.34	0.27
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	192796	-	192796	0.27	1287220	-	1287220	1.85	1.58
Trusts	50	-	50	-	310	-	310	-	-
Foreign Bodies - D R	20814796	-	20814796	29.53	9781155	-	9781155	14.08	(15.45)
<b>Sub-total (B)(2):-</b>	<b>23318944</b>	<b>20438</b>	<b>23339382</b>	<b>33.11</b>	<b>16122656</b>	<b>20105</b>	<b>16142761</b>	<b>23.24</b>	<b>(9.87)</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>47363473</b>	<b>20438</b>	<b>47383911</b>	<b>67.22</b>	<b>47076603</b>	<b>20105</b>	<b>47096708</b>	<b>67.79</b>	<b>0.57</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>70472307</b>	<b>20438</b>	<b>70492745</b>	<b>100</b>	<b>69453506</b>	<b>20105</b>	<b>69473611</b>	<b>100</b>	<b>-</b>

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

##### ii) Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Venkatachalam Sthanu Subramani (V. S. S. Mani)	19193175	27.23	Nil	18942102	27.27	Nil	0.04
2.	V. Krishnan	1375000	1.95	0.14	1045843	1.51	0.27	(0.44)
3.	Ramani Iyer	1331111	1.89	Nil	1195232	1.72	Nil	(0.17)
4.	Venkatachalam Sthanu Subramani (V. S. S. Mani) jointly with V. Krishnan	580836	0.82	Nil	573238	0.83	Nil	0.01
5.	Anita Mani	628712	0.89	Nil	620488	0.89	Nil	-
<b>Total</b>		<b>23108834</b>	<b>32.78</b>	<b>0.14</b>	<b>22376903</b>	<b>32.21</b>	<b>0.27</b>	<b>(0.57)</b>

##### iii) Change in Promoters' Shareholding (please specify, if there is no change) -

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	<b>At the beginning of the year</b>	<b>23108834</b>	<b>32.78</b>		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
1.	Ramani Iyer 06-04-2015 – Sale	(20000)	(0.03)	23088834	32.75
2.	Ramani Iyer 08-04-2015 – Sale	(100000)	(0.14)	22988834	32.61
3.	V. Krishnan 21-04-2015 – Sale	(6000)	(0.01)	22982834	32.60
4.	V. Krishnan 10-07-2015 – Sale	(15000)	(0.02)	22967834	32.58
5.	V. Krishnan 20-08-2015 – Sale	(2700)	-	22965134	32.58
6.	V. Krishnan 03-12-2015 – Gifted to Eshwary Krishnan	(2,00,000)	(0.28)	22765134	32.28
7.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 17-03-2016 – Tendered under Buyback	(251073)	(0.36)	22514061	32.41
8.	V. Krishnan 17-03-2016 – Tendered under Buyback	(15141)	(0.02)	22498920	32.38
9.	Ramani Iyer 17-03-2016 – Tendered under Buyback	(15879)	(0.02)	22483041	32.36
10.	Venkatachalam Sthanu Subramani (V. S. S. Mani) jointly with V. Krishnan 17-03-2016 – Tendered under Buyback	(7598)	(0.01)	22475443	32.35
11.	Anita Mani 17-03-2016 – Tendered under Buyback	(8224)	(0.01)	22467219	32.34
12.	V. Krishnan 21-03-2016 – Sale	(13680)	(0.02)	22453539	32.32
13.	V. Krishnan 22-03-2016 – Sale	(2823)	-	22450716	32.32
14.	V. Krishnan 23-03-2016 – Sale	(13497)	(0.02)	22437219	32.30
15.	V. Krishnan 29-03-2016 – Gifted to Eshwary Krishnan	(60316)	(0.09)	22376903	32.21
	<b>At the end of the year</b>	<b>22376903</b>	<b>32.21</b>		

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Nalanda India Equity Fund Limited</b>				
	<b>At the beginning of the year</b>	-	-		
	11-09-2015 - Buy	2574	-	2574	-
	18-09-2015 - Buy	1556471	2.21	1559045	2.21
	06-11-2015 - Buy	1096050	1.55	2655095	3.77
	13-11-2015 - Buy	1761500	2.50	4416595	6.26
	20-11-2015 - Buy	383317	0.54	4799912	6.81
	27-11-2015 - Buy	36523	0.05	4836435	6.86
	11-12-2015 - Buy	40188	0.06	4876623	6.92
	22-01-2016 - Buy	465000	0.66	5341623	7.57
	29-01-2016 - Buy	446162	0.63	5787785	8.21
	05-02-2016 - Buy	1032538	1.46	6820323	9.67
	12-02-2016 - Buy	200000	0.28	7020323	9.95
	<b>At the End of the year</b>	<b>7020323</b>	<b>10.11</b>		
<b>2.</b>	<b>SAIF II Mauritius Company Limited</b>				
	<b>At the beginning of the year</b>	<b>6061687</b>	<b>8.60</b>		
	04-03-2016 - Sale	(1061499)	(1.50)	5000188	7.09
	<b>At the End of the year</b>	<b>5000188</b>	<b>7.20</b>		
<b>3.</b>	<b>Amansa Holdings Private Limited</b>				
	<b>At the beginning of the year</b>	-	-		
	11-12-2015 - Buy	827471	1.17	827471	1.17
	18-12-2015 - Buy	1206473	1.71	2033944	2.88
	08-01-2016 - Buy	14465	0.02	2048409	2.90
	15-01-2016 - Buy	150629	0.21	2199038	3.12
	22-01-2016 - Buy	189408	0.27	2388446	3.39
	29-01-2016 - Sale	(475370)	(0.67)	1913076	2.71
	05-02-2016 - Buy	378769	0.54	2291845	3.25
	12-02-2016 - Buy	175616	0.25	2467461	3.50
	19-02-2016 - Buy	610427	0.87	3077888	4.36
	11-03-2016 - Sale	(142335)	(0.20)	2935553	4.16
	<b>At the End of the year</b>	<b>2935553</b>	<b>4.23</b>		
<b>4.</b>	<b>SCI Growth Investments II</b>				
	<b>At the beginning of the year</b>	<b>2995133</b>	<b>4.25</b>		
	11-03-2016 - Sale	(2995133)	(4.25)	-	-
	18-03-2016 - Buy	2911158	4.19	2911158	4.19
	<b>At the End of the year</b>	<b>2911158</b>	<b>4.19</b>		
<b>5.</b>	<b>Sequoia Capital India Growth Investment Holdings I</b>				
	<b>At the beginning of the year</b>	<b>2995123</b>	<b>4.25</b>		
	11-03-2016 - Sale	(2995123)	(4.25)	-	-
	18-03-2016 - Buy	2911148	4.19	2911148	4.19
	<b>At the End of the year</b>	<b>2911148</b>	<b>4.19</b>		

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>6.</b>	<b>Fidelity Investment Trust Fidelity Series Emerging</b>				
	<b>At the beginning of the year</b>	-	-		
	27-11-2015 - Buy	391949	0.56	391949	0.56
	04-12-2015 - Buy	771466	1.09	1163415	1.65
	11-12-2015 - Buy	69212	0.10	1232627	1.75
	05-02-2016 - Buy	258370	0.37	1490997	2.11
	12-02-2016 - Buy	3034	-	1494031	2.12
	26-02-2016 - Buy	342687	0.49	1836718	2.60
	11-03-2016 - Sale	(1015281)	(1.44)	821437	1.16
	18-03-2016 - Buy	1130796	1.63	1952233	2.81
	<b>At the End of the year</b>	<b>1952233</b>	<b>2.81</b>		
<b>7.</b>	<b>Parvest Equity India</b>				
	<b>At the beginning of the year</b>	<b>960000</b>	<b>1.36</b>		
	10-04-2015 - Buy	365000	0.52	1325000	1.88
	19-06-2015 - Buy	39938	0.06	1364938	1.94
	26-06-2015 - Buy	62	-	1365000	1.94
	28-08-2015 - Buy	50000	0.07	1415000	2.01
	18-09-2015 - Buy	56732	0.08	1471732	2.09
	26-02-2016 - Buy	455268	0.65	1927000	2.73
	11-03-2016 - Sale	(150000)	(0.21)	1777000	2.52
	18-03-2016 - Buy	128767	0.19	1905767	2.74
	<b>At the End of the year</b>	<b>1905767</b>	<b>2.74</b>		
<b>8.</b>	<b>Matthews India Fund</b>				
	<b>At the beginning of the year</b>	-	-		
	19-06-2015 - Buy	89987	0.13	89987	0.13
	26-06-2015 - Buy	193013	0.27	283000	0.40
	03-07-2015 - Buy	22341	0.03	305341	0.43
	10-07-2015 - Buy	127659	0.18	433000	0.61
	24-07-2015 - Buy	115000	0.16	548000	0.78
	31-07-2015 - Buy	240000	0.34	788000	1.12
	07-08-2015 - Buy	180000	0.26	968000	1.37
	14-08-2015 - Buy	240000	0.34	1208000	1.71
	28-08-2015 - Buy	155000	0.22	1363000	1.93
	04-09-2015 - Buy	93497	0.13	1456497	2.07
	11-09-2015 - Buy	71503	0.10	1528000	2.17
	29-01-2016 - Sale	(84000)	(0.12)	1444000	2.05
	11-03-2016 - Sale	(40000)	(0.06)	1404000	1.99
	18-03-2016 - Buy	19709	0.03	1423709	2.05
	31-03-2016 - Buy	99399	0.14	1523108	2.19
	<b>At the End of the year</b>	<b>1523108</b>	<b>2.19</b>		

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9.	<b>Variable Insurance Products Fund II-Contra Fund POR</b>				
	<b>At the beginning of the year</b>	-	-		
	12-06-2015 - Buy	40314	0.06	40314	0.06
	19-06-2015 - Buy	145817	0.21	186131	0.26
	26-06-2015 - Buy	201916	0.29	388047	0.55
	03-07-2015 - Buy	201750	0.29	589797	0.84
	24-07-2015 - Buy	211673	0.30	801470	1.14
	14-08-2015 - Buy	12881	0.02	814351	1.16
	20-11-2015 - Buy	96992	0.14	911343	1.29
	27-11-2015 - Buy	244077	0.35	1155420	1.64
	19-02-2016 - Buy	28526	0.04	1183946	1.68
	11-03-2016 - Buy	223239	0.32	1407185	2.00
	<b>At the End of the year</b>	<b>1407185</b>	<b>2.03</b>		
10.	<b>Sequoia Capital India Investments III</b>				
	<b>At the beginning of the year</b>	<b>3278977</b>	<b>4.65</b>		
	27-11-2015 - Sale	(360000)	(0.51)	2918977	4.14
	04-12-2015 - Sale	(149733)	(0.21)	2769244	3.93
	18-12-2015 - Sale	(1354049)	(1.92)	1415195	2.01
	11-03-2016 - Sale	(1415195)	(2.01)	-	-
	18-03-2016 - Buy	1358073	1.95	1358073	1.95
	<b>At the End of the year</b>	<b>1358073</b>	<b>1.95</b>		

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company

##### Directors

1	<b>Venkatachalam Sthanu Subramani (V. S. S. Mani)</b>				
	<b>At the beginning of the year*</b>	<b>19774011</b>	<b>28.05</b>		
	17-03-2016 – Tendered under Buyback**	(258671)	(0.37)	19515340	28.09
	<b>At the End of the year</b>	<b>19515340</b>	<b>28.09</b>		

\* 580836 Equity Shares jointly held with Mr. V. Krishnan

\*\*7598 Equity Shares jointly held with Mr. V. Krishnan

2	<b>V. Krishnan</b>				
	<b>At the beginning of the year</b>	<b>1375000</b>	<b>1.95</b>		
	21-04-2015 – Sale	(6000)	(0.01)	1369000	1.94
	10-07-2015 – Sale	(15000)	(0.02)	1354000	1.92
	20-08-2015 – Sale	(2700)	-	1351300	1.92
	03-12-2015 - Gifted to Eshwary Krishnan	(200000)	(0.28)	1151300	1.63
	17-03-2016 – Tendered under Buyback	(15141)	(0.02)	1136159	1.64

**IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)****v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	21-03-2016 – Sale	(13680)	(0.02)	1122479	1.62
	22-03-2016 – Sale	(2823)	-	1119656	1.61
	23-03-2016 – Sale	(13497)	(0.02)	1106159	1.59
	29-03-2016 – Gifted to Eshwary Krishnan	(60316)	(0.09)	1045843	1.51
	<b>At the End of the year</b>	<b>1045843</b>	<b>1.51</b>		
<b>3</b>	<b>Ramani Iyer</b>				
	<b>At the beginning of the year</b>	<b>1331111</b>	<b>1.89</b>		
	06-04-2015 – Sale	(20000)	(0.03)	1311111	1.86
	08-04-2015 – Sale	(100000)	(0.14)	1211111	1.72
	17-03-2016 – Tendered under Buyback	(15879)	(0.02)	1195232	1.72
	<b>At the End of the year</b>	<b>1195232</b>	<b>1.72</b>		
<b>4</b>	<b>Sanjay Bahadur</b>				
	<b>At the beginning of the year</b>	<b>1500</b>	<b>-</b>		
	13-11-2015 – Buy	1000	-	2500	-
	15-02-2016 – Buy	3000	-	5500	0.01
	16-02-2016 – Buy	2000	-	7500	0.01
	<b>At the End of the year</b>	<b>7500</b>	<b>0.01</b>		
<b>5</b>	<b>Ravi Chandra Adusumalli</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>		
	26-02-2016 – Buy	7300	0.01	7300	0.01
	29-02-2016 – Buy	14000	0.02	21300	0.03
	04-03-2016 – Buy	1550	-	22850	0.03
	<b>At the End of the year</b>	<b>22850</b>	<b>0.03</b>		
<b>6</b>	<b>Anita Mani</b>				
	<b>At the beginning of the year</b>	<b>628712</b>	<b>0.89</b>		
	17-03-2016 – Tendered under Buyback	(8224)	(0.01)	620488	0.89
	<b>At the End of the year</b>	<b>620488</b>	<b>0.89</b>		
<b>Key Managerial Personnel</b>					
<b>1.</b>	<b>Ramkumar Krishnamachari</b>				
	<b>At the beginning of the year</b>	<b>67026</b>	<b>0.10</b>		
	27-04-2015 – Sale	(9500)	(0.01)	57526	0.08
	10-08-2015 – Sale	(16279)	(0.02)	41247	0.06
	12-08-2015 – Sale	(10000)	(0.01)	31247	0.04
	20-08-2015 – Sale	(3721)	(0.01)	27526	0.04
	28-10-2015 – ESOP Allotment	1103	-	28629	0.04
	23-02-2016 – Buy	5300	0.01	33929	0.05
	17-03-2016 – Tendered under Buyback	(373)	-	33556	0.05
	<b>At the End of the year</b>	<b>33556</b>	<b>0.05</b>		
<b>2.</b>	<b>Sachin Jain</b>				
	<b>At the beginning of the year</b>	<b>4025</b>	<b>0.01</b>		
	27-01-2016 – ESOP Allotment	252	-	4277	0.01
	17-03-2016 – Tendered under Buyback	(96)	-	4181	0.01
	<b>At the End of the year</b>	<b>4181</b>	<b>0.01</b>		

Note: The percentage of shareholding shown in this Annexure i.e. Form MGT-9 have been adjusted in the light of allotment of shares under ESOS Schemes and Buyback of equity shares during the financial year.



**V. Indebtedness – Not Applicable**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**VI. Remuneration of Directors and Key Managerial Personnel**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S r . No.	Particulars of Remuneration	Amount in ₹			Total Amount
		Managing Director and Chief Executive Officer	Whole Time Director	Whole Time Director	
	<b>Name of Director</b>	<b>V. S. S. Mani</b>	<b>V. Krishnan</b>	<b>Ramani Iyer</b>	
<b>1.</b>	<b>Gross salary</b>				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	10500000	5769000	5769000	22038000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	1502850	0	1502850
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	0	0	0	0
<b>2.</b>	Stock Option	0	0	0	0
<b>3.</b>	Sweat Equity	0	0	0	0
<b>4.</b>	Commission – as % of profit Others, specify...	7054805	4225000	9857111	21136916
<b>5.</b>	Others, please specify	25000	25000	25000	75000
	<b>Total (A)</b>	<b>17579805</b>	<b>11521850</b>	<b>15651111</b>	<b>44752766</b>
	Ceiling as per the Act	-	-	-	-

## VI. Remuneration of Directors and Key Managerial Personnel

### B. Remuneration to other Directors:

S r . No.	Particulars of Remuneration	Name of Directors			Amount in ₹
		B.Anand	Sanjay Bahadur	Malcom Monterio	Total Amount
<b>1.</b>	<b>Independent Directors</b>				
	Fee for attending board / committee meetings	240000	240000	120000	600000
	Commission	700000	700000	700000	2100000
	Others, please specify (Remuneration)				
	<b>Total (1)</b>	<b>940000</b>	<b>940000</b>	<b>820000</b>	<b>2700000</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	<b>940000</b>	<b>940000</b>	<b>820000</b>	<b>2700000</b>
	<b>Total Managerial Remuneration (A+B)</b>				<b>47452766</b>
	<b>Overall Ceiling as per the Act</b>	-			

### C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

S r . No.	Particulars of Remuneration	Key Managerial Personnel			Amount in ₹
		CEO*	Company Secretary	CFO	Total Amount
	<b>Gross salary</b>				
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	3773604	9807782	13581386
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-
	Stock Option	-	192276	794160	986436
	<b>Sweat Equity</b>	-	-	-	-
	<b>Commission - as % of profit Others, specify...</b>	-	-	-	-
	<b>Others, please specify</b>	-	-	-	-
	<b>Total</b>	-	<b>3965880</b>	<b>10601942</b>	<b>14567822</b>

\*As disclosed under Clause VI-A above.

**VII. Penalties / Punishment/ Compounding of Offences: Not Applicable**

Type	Section 02 of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

Sd/-

**V. S. S. Mani**

Managing Director and Chief Executive Officer  
(DIN-00202052)

Sd/-

**Ramani Iyer**

Whole-time Director  
(DIN-00033559)

Place: Mumbai

Date : May 20, 2016

## Corporate Governance Report

Just Dial Limited ("the Company") strives to follow the best corporate governance practices, develop best policies/guidelines. The Company believes that good Corporate Governance is much more than complying with legal and regulatory requirements. Good governance facilitates effective management and control of business, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization. The Company is in compliance with the provisions of Corporate Governance specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Company's Philosophy on Code of Governance

Your Company is committed to the principles of good Corporate Governance. In keeping view with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review, strengthen and upgrade its systems and processes so as to bring in transparency and efficiency in its various business segments. Through its corporate governance measures, the Company aims to maintain transparency in its financial reporting and keep all its stakeholders informed

about its policies, performance and developments. Your Company will contribute to sustain stakeholder confidence by adopting and continuing good practices, which is at the heart of effective corporate governance. Your Company's Board has empowered responsible persons to implement policies and guidelines related to the key elements of corporate governance viz. transparency, disclosure, supervision, internal controls, risk management, internal and external communications, high standards of safety, accounting fidelity, product and service quality. It has also set up adequate review processes.

### Board of Directors

#### Board Composition

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors as per requirement of Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

As on March 31, 2016, the Board consisted of 9 Directors, comprising of 3 Executive Directors and 6 Non-Executive Directors, in which 3 Directors are Independent and 1 Director is woman. The Chairperson of the Board is Non-Executive Independent Director.

The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	Category of Directors	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on March 31, 2016	
		Held	Attended		No. of outside Directorships held	No. of Membership(s)/ Chairmanship(s) of Committees in other Company (Excluding Private Limited Companies, Foreign Companies and Section 8 Companies)
Mr. V. S. S. Mani	Promoter & Executive Director	9	8	Present	2	-
Mr. Ramani Iyer	Promoter & Executive Director	9	4	Absent	2	-
Mr. V. Krishnan	Promoter & Executive Director	9	1	Present	4	-
Mrs. Anita Mani	Promoter & Non-Executive Director	9	7	Present	2	-
Mr. Ravi Adusumalli	Non-Executive Director	9	1	Absent	11	-

Name of the Director	Category of Directors	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on March 31, 2016	
		Held	Attended		No. of outside Directorships held	No. of Membership(s)/ Chairmanship(s) of Committees in other Company (Excluding Private Limited Companies, Foreign Companies and Section 8 Companies)
Mr. Shailendrajit Singh	Non-Executive Director	9	2	Absent	2	-
Mr. B. Anand	Chairman-Independent & Non-Executive Director	9	8	Present	4	1
Mr. Sanjay Bahadur	Independent & Non-Executive Director	9	7	Present	5	-
Mr. Malcolm Monteiro	Independent & Non-Executive Director	9	5	Absent	1	1

Mr. V. Krishnan, Mr. Ravi Adusumalli and Mr. Shailendra Jit Singh have been actively participated in Board meetings in disposal of various Board Matters through audio conferences, however same has been not considered in aforesaid attendance.

None of the above named Non-executive Directors, have any pecuniary relationship or have entered into any transactions with the Company except: (i) for the remuneration paid by the Company, if any, (ii) lease rent of ₹95,252/- paid and Purchase of Office premises for an amount of ₹9,00,00,000/- from Mr. V. S. S. Mani and Mrs. Anita Mani.

### Board Meetings

During the year under review, 9 (Nine) Meetings of the Board of Directors of the Company were convened on April 21, 2015, May 29, 2015, June 4, 2015, July 27, 2015, August 25, 2015, October 28, 2015, December 28, 2015, January 27, 2016, and March 21, 2016.

The Notice and Agenda (Except Critical Price Sensitive Information) of Board Meeting is given well in advance to all the Directors and invitees and Minutes of the Board meetings disclose the time at which the meeting was held.

### Disclosure of relationships between directors inter-se

None of the directors of the Company are in relation to each other except promoter directors of the Company. Mr. V.S.S. Mani, Mr. Ramani Iyer and Mr. V. Krishnan are the Brothers and Mrs. Anita Mani is wife of Mr. V.S.S. Mani.

### Number of Shares and convertible Instruments held by Non-Executive Directors

The Company do not have any convertible instruments, however the details of equity shares held by non-executive directors as on March 31, 2016 are as under:

Name of Director	Category	No. of Shares Held
Mrs. Anita Mani	Non-Executive Director	620488
Mr. Ravi Adusumalli	Non-Executive Director	22850
Mr. Shailendra Jit Singh	Non-Executive Director	-
Mr. B. Anand	Non-Executive and Independent Director	-
Mr. Sanjay Bahadur	Non-Executive and Independent Director	7500
Mr. Malcolm Monteiro	Non-Executive and Independent Director	-

## Details of familiarization programmes imparted to independent directors

Pursuant to requirements of Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a familiarization programme for the Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents / reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and the Board constituted committee meetings pertaining to business and performance updates of the Company, global business environment, business strategies and risks involved.

Directors attend training programmes / conferences on relevant subject matters and keep themselves abreast of the latest corporate, regulatory and industry developments. The details of familiarization programmes have been posted on the website of the Company and the same may be viewed at <http://cms.justdial.com/investor-relations/policies>.

## Committees of the Board

- \* Audit Committee
- \* Nomination and Remuneration Committee
- \* Stakeholders Relationship Committee
- \* Corporate Social Responsibility Committee
- \* Risk Assessment and Management Committee
- \* Management Committee

## Audit Committee

### a) Composition of the Committee

As per the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Composition of Audit Committee is as follows:

Sr. No.	Name of the Member	Designation
1.	Mr. B. Anand	Chairman (Non-Executive and Independent)
2.	Mr. Sanjay Bahadur	Member (Non-Executive and Independent)
3.	Mr. Malcolm Monteiro	Member (Non-Executive and Independent)
4.	Mr. V. S. S. Mani	Member ( Executive ) (Appointed w.e.f. January 27, 2016)

The Company presently has a qualified and independent Audit Committee which consists of three Independent Directors and one Executive Director. All the Directors

are literate in corporate and project finance, accounts and Company law. The Audit Committee also advises the management on the areas where internal audit is concerned. The Audit Committee invites executives, as it considers appropriate to be present at the meetings of the Audit Committee.

The Chairman of the Audit Committee Mr. B. Anand was present at the last Annual General Meeting.

The Company Secretary of the Company acts as Secretary to the Audit Committee. The minutes of the meetings of the Audit Committee were placed before the Board.

### b) Terms of reference

The terms of reference of the Audit Committee has been amended to align with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of which are as under:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Statutory Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon, before submission to the Board for approval, with particular reference to:
  - a) Matters required to be incorporated in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in the accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by the management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Modified opinion(s) in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing with the management the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for the purposes other than those stated in the offer document / prospectus / notice and report submitted by the monitoring agency, monitoring utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with the related parties;
9. Scrutiny of the inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing adequacy of internal audit function, if any, including structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow up thereon;
15. Reviewing findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
20. Carrying out any other function as stipulated in terms of reference of the Audit Committee.

**The Audit Committee shall also mandatorily review the following information:**

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
  - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

**c) Meetings and Attendance**

During the financial year ended on March 31, 2016, 4 (Four) Audit Committee meetings were held on May 29, 2015, July 27, 2015, October 28, 2015 and January 27, 2016. The attendance of the Members at these meetings is as follows:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. B. Anand	4	4
2	Mr. Sanjay Bahadur	4	4
3	Mr. Malcolm Monteiro	4	2
4.	Mr. V.S.S. Mani	0	0



## Nomination And Remuneration Committee

### a) Composition of the Committee

Composition of Compensation/Remuneration Committee is as follows:

Sr. No.	Name of the Member	Designation
1	Mr. Malcolm Monteiro	Chairman (Non-Executive and Independent)
2	Mr. Sanjay Bahadur	Member (Non-Executive and Independent)
3	Mr. B. Anand	Member (Non-Executive and Independent) (Appointed w.e.f. 27 <sup>th</sup> January, 2016)
4	Mr. Ravi Adusumalli	Member (Non-Executive) (Ceased w.e.f 27 <sup>th</sup> January, 2016)

### b) The terms of reference of the 'Nomination & Remuneration Committee' inter-alia includes the following:

1. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a Policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

### c) Meetings and Attendance

During the financial year ended on March 31, 2016, 2 (two) Nomination and Remuneration Committee meetings were held on May 27, 2015 and March 21, 2016.

The attendance of the Members at these meetings is as follows:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Malcolm Monteiro	2	2
2	Mr. Sanjay Bahadur	2	2
3	Mr. B. Anand	1	1
4	Mr. Ravi Adusumalli	1	0

### d) Performance evaluation criteria for independent directors.

The performance evaluation of independent director has done by the entire Board of Directors, excluding the director being evaluated, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc .

## Stakeholders Relationship Committee

### a) Composition of the Committee

Sr. No.	Name of the Member	Designation
1.	Mr. Sanjay Bahadur	Chairman (Non-Executive and Independent)
2.	Mr. V. S. S. Mani	Member (Executive)
3.	Mr. Ramani Iyer	Member (Executive)
4.	Mr. Ramkumar Krishnamachari	Member (Chief Financial Officer)
5.	Mr. Sachin Jain	Member (Company Secretary)

### b) Brief description of terms of reference

The Committee is responsible for the redressal of shareholder grievances. The terms of reference of the Shareholders/Investors Grievance Committee includes the following:

- a. To consider and resolve the grievances of the security holders;
- b. To resolve the grievances related to non receipts of annual report and dividend;
- c. To approve requests for transfer and transmission of shares;
- d. To approve dematerialization and dematerialization of shares;
- e. To consider and approve split, consolidation and issuance of duplicate share certificates;
- f. To review from time to time the overall working of the secretarial department of the Company relating to the shares of the Company and the functioning of the share transfer agent and other related matters.

### c) Meetings and Attendance

During the financial year ended on March 31, 2016, 1 (One) Stakeholder Relationship Committee Meeting was held on January 27, 2016 and attended by Mr. Sanjay Bahadur, Mr. V. S. S. Mani, Mr. Ramkumar Krishnamachari and Mr. Sachin Jain.

**d) Compliance Officer**

Mr. Sachin Jain, Company Secretary, has been designated as the Compliance Officer.

**e) Investor Grievance Redressal**

There is no Complaint / Grievance pending as on March 31, 2016. The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	Number of Complaints Received	Number of Complaints Resolved
Non- Receipt of Refund	11	11
Non- Receipt of Annual Report	34	34
Non- Receipt of Dividend Warrant Through SEBI	13	13
Cash/Sale Offer for purchase of securities	4	4
Clarification regarding buyback of securities	3458	3458
Non receipt of offer document/ transfer deed in case of physical shares	1087	1087
Reason for rejection (non allotment)	1	1
<b>Total</b>	<b>4609</b>	<b>4609</b>

**Corporate Social Responsibility Committee****a) Composition**

Sr. No.	Name of the Member	Designation
1.	Mr. B. Anand	Chairman (Non-Executive and Independent)
2.	Mr. V. S. S. Mani	Member (Executive)
3.	Mr. V. Krishnan	Member (Executive)
4.	Mrs. Anita Mani	Member (Non Executive and Non Independent) (Appointed w.e.f. January 27, 2016)

**b) Brief description of terms of reference**

The role and responsibility of the Corporate Social Responsibility (CSR) Committee includes the following:

The Corporate Social Responsibility Committee shall -

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken and its implementation by the Company as per Schedule VII of the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

- Monitor the Corporate Social Responsibility Policy of the Company from time to time

During the financial year ended on March 31, 2016, 1 (One) Corporate Social Responsibility (CSR) Committee Meeting was held on January 27, 2016 which has been attended by Mr. B. Anand and Mr. V. S. S. Mani.

**Risk Assessment and Management Committee****a) Composition**

Sr. No.	Name of the Member	Designation
1.	Mr. B. Anand	Chairman(Non-Executive and Independent)
2.	Mr. Sanjay Bahadur	Member (Non-Executive and Independent)
3.	Mr. V. Krishnan	Member (Executive)
4.	Mr. Ramkumar Krishnamachari	Member (Chief Financial Officer)

**b) Brief description of terms of reference**

Role of the Committee is to review and assess the adequacy of Risk Assessments and Minimisation Procedure and if appropriate, recommend changes to the Risk Assessments and Minimisation Procedure to the Board as Members. The role and responsibility of the Risk Assessment and Management Committee includes the following:

The Risk Assessment and Management Committee shall

- Review or discuss, as and when appropriate, with management, the Company's risk governance structure and the Company's Risk Assessments and Minimisation Procedure.
- Review at least quarterly the major risk exposures of the Company and its business including market, credit, operational, liquidity, funding and reputational risk, against established risk measurement methodologies and the steps management has taken to monitor and control such exposures.
- Receive Risk Register at least quarterly (and other internal departments as necessary to fulfill the Committee's duties and responsibilities) and reports, as and when appropriate, from the Head of the Internal Audit Department regarding the results of risk management reviews and assessments.
- Receive, as and when appropriate, reports and recommendations from management on risk tolerance.
- Oversee the Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. As appropriate, confirm risk tolerance levels and capital targets and limits.

- f. Review at least quarterly the Company's capital, liquidity and funding and steps management has taken to manage capital, liquidity and funding.

During the financial year ended on March 31, 2016, 1 (One) Risk Assessment and Management Committee meeting was held on January 27, 2016 which has been attended by Mr. B. Anand, Mr. Sanjay Bahadur and Mr. Ramkumar Krishnmachari.

## Management Committee

### a) Composition

Sr. No.	Name of the Member	Designation
1.	Mr. V. S. S. Mani	Chairman
2.	Mr. V. Krishnan	Member
3.	Mr. Ramani Iyer	Member

### b) Meetings and Attendance

During the financial year ended on March 31, 2016, 7 (Seven) Management Committee meetings were held on May 5, 2015, June 12, 2015, July 21, 2015, September 14, 2015, October 28, 2015, December 14, 2015 and February 4, 2016.

The attendance of the Members at these meetings is as follows:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. V. S. S. Mani	7	7
2	Mr. V. Krishnan	7	6
3	Mr. Ramani Iyer	7	7

## Remuneration Of Directors

### a) Pecuniary Relationship of Non - Executive Directors

The Company has no pecuniary relationship or transaction with its Non- Executive & Independent Directors (Excluding Mrs. Anita Mani wife of Mr. V.S.S. Mani) other than payment of sitting fees to them for attending meeting of Board & Committee and Commission as approved by member.

### b) Details of Remuneration paid to Non - Executive Directors

The Non-Executive Directors of the Company are paid sitting fees of ₹20,000/- for each Meeting of the Board and ₹10,000/- for each meeting of committee of the Board and a commission of ₹7,00,000/- each in the financial year under consideration.

### c) Details with respect to Remuneration:

The Company has not granted any options to the Directors of the Company under Employee Stock Option Schemes.

The below mentioned table gives details of the remuneration paid /to be paid to Directors. During the year under consideration, the Company did not advance any loans to any of its Directors

Name of Director	Fixed Component/ Salary (₹)	Benefits (₹)	Sitting Fees (₹)	Performance Linked Incentive/ Commission (₹)	Total (₹)
<b>Executive Directors*</b>					
Mr. V. S. S. Mani	10500000	25000	-	7054805	17579805
Mr. Ramani Iyer	6000000	25000	-	9857111	15882111
Mr. V. Krishnan	6000000	5775000	-	4225000	16000000
<b>Non-Executive Directors</b>					
Mrs. Anita Mani	-	-	-	-	-
Mr. Ravi Adusumaali	-	-	-	-	-
Mr. Shailendra Jit Singh	-	-	-	-	-
<b>Non-Executive and Independent Directors</b>					
Mr. B. Anand	-	-	240000	700000	940000
Mr. Sanjay Bahadur	-	-	240000	700000	940000
Mr. Malcolm Monteiro	-	-	120000	700000	820000
<b>Total</b>	<b>22500000</b>	<b>5825000</b>	<b>600000</b>	<b>23236916</b>	<b>52161916</b>

The tenure of Independent and Non-executive Directors of the Company are for 5 (Five) years and Notice period for Executive Directors is 6 (Six Months), there are no service contracts and no separate provision for payment of severance fees.

The performance based incentive paid to executive directors is based on the net profit of the Company. The Company does not provide any other benefits such as bonus and pension to its directors.

**Note:** Non-Executive Directors have decided not to take any sitting fees for attending the meetings of the Board or its Committee.

## General Body Meetings

### a) Annual General Meetings

The date, time and venue of Annual General Meetings held during the preceding three years and special resolutions passed thereat are as follows:

Financial Year	Date	Time	Venue	Special Resolution passed
2014-2015	30.09.2015	3.30 p.m.	West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064.	2
2013-2014	24.09.2014	3.30 p.m.	West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064.	4
2012-2013	30.09.2013	4.30 p.m.	West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064.	3

### b) Special Resolution (s) passed through Postal Ballot

During the year the Company has passed Special Resolution through postal ballot on November 21, 2015 for Buyback of equity shares of the Company and M/s. V. B. Kondalkar & Associates (Practicing Company Secretary) was appointed as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Details of voting pattern were as under:

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special resolution pursuant to the provisions of Sections 68, 69 & 100 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchanges Board of India (Buy Back of Securities) Regulation, 1998, for buy-back of i.e. 25% of total paid-up equity capital and free reserves as on March 31, 2015	51411129	99.32	350102	0.68

### c) Procedure for postal ballot.

During the conduct of the Postal Ballot, the Company had in terms of Clause 35B of the Listing Agreement provided e-voting facility to its shareholders to cast their votes electronically. Postal ballot forms and business reply envelopes were sent to shareholders to enable them to cast their vote in writing on the postal ballot. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Companies Act, 2013 and applicable Rules. The scrutinizer submitted his report to Mr. V.S.S. Mani Managing Director of the Company after completion of the scrutiny and the results of voting by posting ballot were then announced by the Company. The voting results were sent to the Stock Exchanges and displayed on the Company's website. The date of declaration of the results by the Company is deemed to be the date of passing of the resolutions.

## Means of Communications

The Quarterly financial results of the Company normally published in the newspapers namely The Financial Express and Navshakti. At the same time the results are also displayed on the website of the Company [www.justdial.com](http://www.justdial.com).

The Company has created an exclusive E-mail id [investors@justdial.com](mailto:investors@justdial.com) for the investors. The investors can directly send their grievances to the Compliance Officer.

## General Shareholders Information

<b>Annual General Meeting Day, Date, Time &amp; Venue</b>	Friday, September 30, 2016 at 3.30 P.M. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064.
<b>Financial Year</b>	1 <sup>st</sup> April to 31 <sup>st</sup> March
<b>Dividend Payment Date</b>	Not Applicable, As Company Considering the buy-back of its equity shares undertaken in the financial year under review, the management has decided not to recommend any dividend for this financial year.
<b>Name &amp; Address of Stock Exchange</b>	<b>National Stock Exchange of India Limited</b> Address :- Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051. <b>BSE Limited</b> Address :- P. J. Towers, 1 <sup>st</sup> Floor Dalal Street Mumbai - 400 001. <b>Metropolitan Stock Exchange of India Limited</b> Address :- 4 <sup>th</sup> Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400 098.
<b>Stock Code</b>	NSE - JUSTDIAL BSE - 535648 MSEI - JUSTDIAL

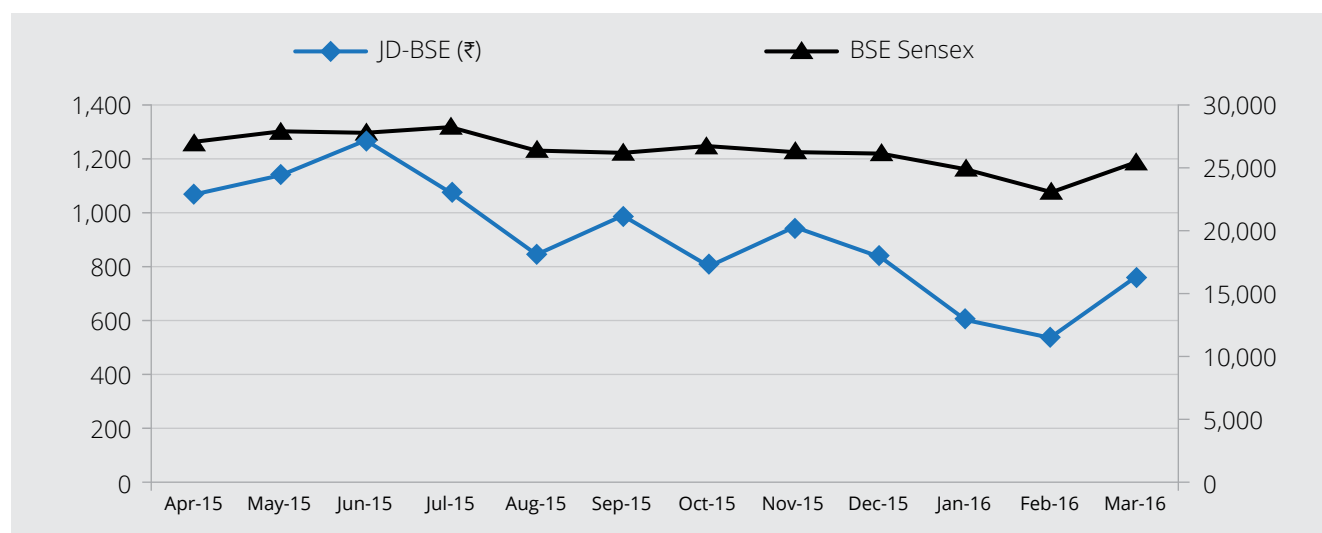
## Payment of Listing Fees

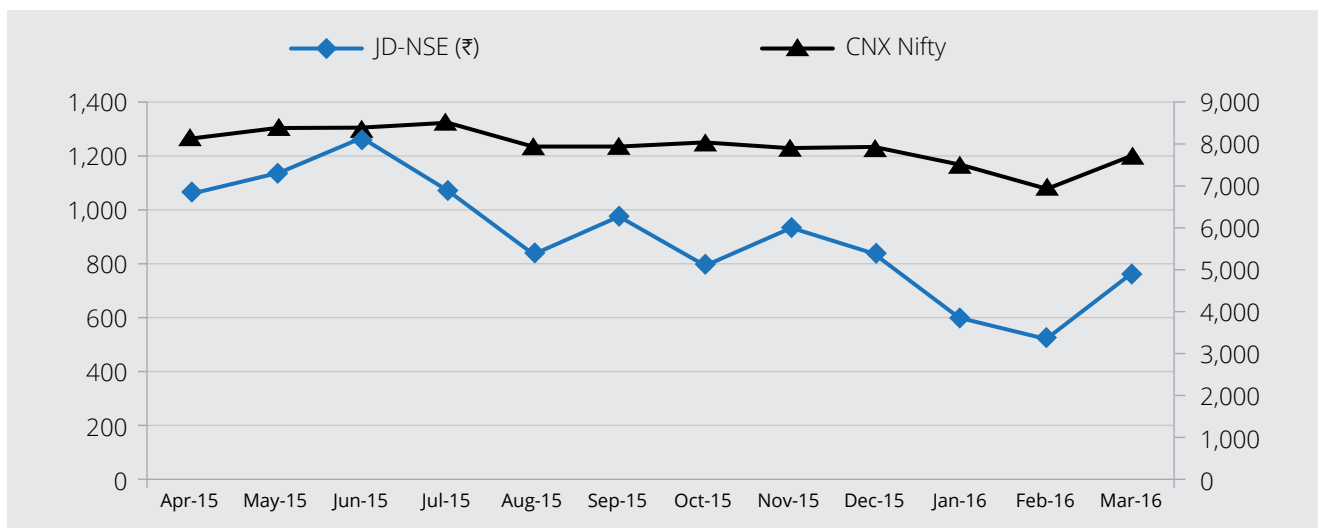
Annual listing fee for the year 2016-17 has been paid by the Company to Stock Exchanges.

**Market Price Data: High, Low during each month in last financial year and performance in comparison to broad-based indices such as BSE Sensex, CNX Nifty indices**

Month	NSE			BSE		
	High	Low	Volume (In. No. of Shares)	High	Low	Volume (In. No. of Shares)
Apr-15	1385.00	1037.00	10938393	1384.95	1036.05	1134251
May-15	1188.00	1054.00	15985461	1187.70	1054.55	2403297
Jun-15	1274.90	1052.75	10922361	1274.00	1054.35	1393122
Jul-15	1290.00	1007.40	9989003	1294.25	1010.00	1170023
Aug-15	1106.80	747.60	12538189	1106.60	749.00	1429948
Sep-15	1000.80	783.00	15434067	1000.70	783.95	2707782
Oct-15	1077.90	789.20	12713757	1076.90	791.05	1470494
Nov-15	970.00	740.50	19369813	973.00	741.10	3131870
Dec-15	941.85	798.00	18978417	942.60	796.50	2163344
Jan-16	863.50	602.00	15453797	861.95	601.70	2062140
Feb-16	623.85	375.70	93127600	622.70	377.65	13010499
Mar-16	778.00	534.50	109516516	778.15	535.00	16682108

## Comparison of Stock Performance





### Registrar and Transfer Agents

The Company has appointed M/s Karvy Computershare Private Limited as its Registrar and Share Transfer Agent.

For any assistance regarding Share Transfers, Transmissions, change of address, duplicate/missing Share Certificate and other relevant matters, please write to the Registrar and Share Transfer Agent of the Company, at the address given below:

Karvy Computershare Private Limited

Unit: Just Dial Limited

Karvy Selenium Tower B, Plot 31-32,

Gachibowli Financial District, Nanakramguda, Hyderabad – 500032

Phone: +91-40- 6716 1500, 3321 1000

Fax: +91- 40- 2342 0814, 2300 1153

E-mail :einward.ris@karvy.com

Website: www.karvy.com

### Share Transfer System

All matters pertaining to Share Transfer are being handled by M/s Karvy Computershare Private Limited. The Share Transfer requests received are processed by them and a Memorandum of Transfer is sent to the Company for approval. The average time taken for processing Share Transfer requests including dispatch of Share Certificates is less than 15 days, while it takes a minimum of 15 days for processing dematerialisation requests. The Company's representatives visit the office of the Registrars and Share Transfer Agents to monitor, supervise and ensure that there are no delays or lapses in the system.

### Distribution of Shareholding as on March 31, 2016

Category (Nominal Value)	No. of Share Holders	% of Total Share Holders	No. of Shares Held	% of Total Shareholding
Upto 5000	38925	96.96	1841725	2.65
5001-10000	600	1.50	444734	0.64
10001-20000	243	0.61	349117	0.50
20001-30000	94	0.23	234623	0.34
30001-40000	42	0.11	145242	0.21
40001-50000	30	0.07	139787	0.20
50001-100000	66	0.16	481476	0.69
Above 100001	144	0.36	65836907	94.77
<b>Total</b>	<b>40144</b>	<b>100.00</b>	<b>69473611</b>	<b>100.00</b>

### Dematerialisation of Shares and Liquidity as on March 31, 2016

Category	No. Of Shares Held	% Of Total Shareholding
Shares held in Demat Form	69453506	99.97%
Shares held in Physical Form	20105	0.03%
<b>Total</b>	<b>69473611</b>	<b>100.00</b>

**Outstanding GDRs/ ADRs Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity**

There are no outstanding GDRs/ADRs/Warrants or any Convertible instruments issued by the Company.

**Commodity price risk or foreign exchange risk and hedging activities.**

The Company is not involved in Commodity hence there is no risk related to commodity and the company has proper system for hedging in foreign exchange.

**Plant Location**

The Company has offices across India in the cities, namely Mumbai, Kolkata, Chennai, Noida, Bengaluru, Hyderabad, Ahmedabad, Pune, Coimbatore, Jaipur and Chandigarh.

**Address for correspondence**

Palm Court Bldg M, 501/B, 5<sup>th</sup> Floor,  
New Link Road, Beside Goregaon Sports Complex, Malad (W), Mumbai - 400064.  
Call : +91-22-2888 4060 / 39808795  
Fax : +91-22-2882 3789  
Email : investors@justdial.com

**Other Disclosures****Disclosure on material related party transactions**

During the financial year ended March 31, 2016, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

**Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years**

The Company is in full compliance with the matters related to capital market and there are no penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

**Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.**

The Company has implemented a whistle blower policy pursuant to which whistle blowers can raise their concerns in relation to the matters covered under the policy. Protected disclosures can be made by a whistle blower through an e-mail to the ethics officer and also have direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. There is no denial of access to the Audit Committee for any personnel.

**Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.****Mandatory requirements**

The Company is fully compliant with the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Adoption of Non-Mandatory requirements**

The Company has adopted only the non-mandatory requirement of Constitution of Nomination and Remuneration Committee.

**Web Links**

Policy on dealing with related party transactions is available on company website at [www.justdial.com](http://www.justdial.com)

**Commodity price risk and commodity hedging activities.**

The Company is not dealing in commodity so there is not commodity price risks and no require of hedging activities .

**Non-compliance of Corporate Governance.**

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the Listing Regulations.

**Discretionary Requirements.**

1. The Board – The Non-Executive Chairperson is entitle to maintain a chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.
2. Shareholders Rights – The Quarterly, Half-yearly and Yearly results are published in the newspapers with adequate disclosures for information and knowledge of the shareholders /public at large and also uploaded on the Company's



Website. The Company does not have a system of intimating shareholders individually about financial results, but, queries, if any, are replied immediately.

3. Modified Opinion(s) in audit report - The Company confirms that its financial statements are with unmodified audit opinion.
4. Separate post of chairperson and chief executive officer – The Company appointed separate position of Chairperson and Managing Director or Chief Executive officer.
5. Reporting of Internal Auditor - The Internal Auditor reports directly to the Audit Committee of the Board.

#### **Disclosure with respect to Demat or Unclaimed Suspense Account**

The Company does not have any demat or unclaimed suspense account.

#### **Compliance of Corporate Governance**

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Code of Conduct for Prevention of Insider Trading**

The Company has laid down Code of Conduct for prevention of insider trading, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The basic intention of the Code of Conduct is to prohibit employees or any other person from dealing in the Equity Shares of the Company while they are in possession of price sensitive information. The Code of Conduct for prevention of Insider Trading is available at <http://cms.justdial.com/investor-relations/code-of-conduct>.

#### **Code of Conduct**

The Board has approved and adopted a Code of Conduct for all Board Members and senior management of the Company, which has been posted on the website of the Company at [www.justdial.com](http://www.justdial.com).

#### **The declaration of the Managing Director and CEO**

##### **To the members of Just Dial Limited**

##### **Sub: Compliance with Code of Conduct**

I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as adopted by the Board of Directors.

Sd/-

**V. S. S. Mani**

Managing Director & CEO

Date: May 20, 2016

Place: Mumbai

#### **Address for Correspondence:**

##### **Registered Office**

##### **Just Dial Limited**

CIN: L74140MH1993PLC150054

501/B, 5<sup>th</sup> Floor, Palm Court,

Building M, Besides Goregaon Sports Complex,

New Link Road, Malad (West), Mumbai – 400064

Tel: +91-22-28884060

Fax: +91-22-28823789

Email: [investors@justdial.com](mailto:investors@justdial.com)

Website: [www.justdial.com](http://www.justdial.com)

## CEO / CFO Certificate

### (Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Board of Directors  
**Just Dial Limited**

1. We have reviewed financial statements and the cash flow statement of Just Dial Limited for the year ended March 31, 2016 and to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls. However, the Statutory Auditors has fetched attention to strengthen internal control system, which has been implemented.
4. We have indicated to the Auditors and the Audit Committee:
  - i. that there are no significant changes in internal control over financial reporting during the year;
  - ii. that there are no significant changes in accounting policies during the year; and
  - iii. that there are no instances of significant fraud of which we have become aware.

Sd/-  
**Ramkumar Krishnamachari**  
Chief Financial Officer  
Mumbai, May 20, 2016

Sd/-  
**(V. S. S. Mani)**  
Managing Director & CEO

## Certificate on Corporate Governance

To  
The Members of  
**Just Dial Limited**

We have examined the compliance of conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended on March 31, 2016.

The Compliance of conditions of Corporate Governance is the responsibility of the management, our examination was limited to procedures and implementation thereof, adopted by Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the management, we certify that, the Company has complied with all the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **V. B. Kondalkar & Associates**  
Practicing Company Secretaries

Sd/-  
**Vijay B. Kondalkar**  
Proprietor  
(M. NO. 15697)  
(CP NO. 4597)

Place: Mumbai  
Date : May 20, 2016

## Independent Auditor's Report

To the Members of  
Just Dial Limited

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of Just Dial Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – refer note 26 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**

Partner

Membership Number: 48966

Place of Signature: Mumbai

Date: May 20, 2016

## Annexure 1 to the Independent Auditors' Report

Re: Just Dial Limited ('the Company')

**Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3 (ii) of the Order are not applicable to the Company.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments made have been complied with by the Company. There are no other loans, guarantees or securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Act, for the services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, cess and other material statutory dues applicable to it. The provisions relating to sales-tax, duty of excise, duty of customs and value added tax are not applicable to the Company.
- (b) According to the information and explanations given to us, undisputed dues payable in respect of employees' state insurance, income-tax, cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of the statute	Nature of the dues	Amounts (₹)	Period to which amounts relates	Due date	Date of Payment
The Employees' State Insurance Act, 1948	ESIC	2,063,440	April 2005 to March 2010.	21st of every Month	Not yet paid (Refer Note26(b) to the financials)
Income Tax Act, 1961	TDS	100,140	Financial year 2007-08 to 2012-13	7th of every month	Not yet paid (Refer Note26(b) to the financials)

- (c) According to the records of the Company, the dues outstanding of income tax and cess which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	2,385,087 1,318,455	A.Y.2003-04 A.Y 2008-09	Income Tax Appellate Tribunal Assessing officer (AO has to pass Order giving effect to ITAT Order)

- (viii) The Company has neither issued any debentures nor availed any loan from banks, financial institutions or government. Therefore, the provisions of clause 3(viii) of the Order are not applicable to the Company.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money way of initial public offer or further public offer or debt instruments and term loans hence, reporting under clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to information and explanation given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

Firm's Registration Number: 101049W/E300004

per **Govind Ahuja**

Partner

Membership Number: 48966

Place: Mumbai

Date: May 20, 2016



## Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Just Dial Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Just Dial Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria

established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**

Partner

Membership Number: 48966

Place of Signature: Mumbai

Date: May 20, 2016

## Balance Sheet As at March 31, 2016

Particulars	Notes	As at March 31, 2016	As at March 31, 2015
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	4	694,736,110	704,927,450
Reserves and surplus	5	6,020,056,046	6,028,237,608
		<b>6,714,792,156</b>	<b>6,733,165,058</b>
<b>Non-current liabilities</b>			
Other long term liabilities	6	45,615,007	39,972,416
		<b>45,615,007</b>	<b>39,972,416</b>
<b>Current liabilities</b>			
Trade payables	7	196,340,270	137,628,632
Other current liabilities	8	2,568,291,763	2,531,839,058
Short-term provisions	9	50,518,798	202,998,835
		<b>2,815,150,831</b>	<b>2,872,466,525</b>
<b>Total</b>		<b>9,575,557,994</b>	<b>9,645,603,999</b>
<b>Assets</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	10	1,343,271,985	869,860,981
Intangible assets	10	44,931,647	51,639,231
		<b>1,388,203,632</b>	<b>921,500,212</b>
Non current investments	11	4,472,679	4,467,964
Deferred tax assets (net)	12	7,326,648	23,555,917
Long term loans and advances	13	626,861,963	370,521,934
		<b>2,026,864,922</b>	<b>1,320,046,027</b>
<b>Current assets</b>			
Current investments	11	7,030,611,222	7,721,723,614
Trade receivables	14	1,301,929	-
Cash and bank balances	15	336,214,617	420,564,262
Short term loans and advances	16	157,620,205	176,639,084
Other current assets	17	22,945,099	6,631,012
		<b>7,548,693,072</b>	<b>8,325,557,972</b>
<b>Total</b>		<b>9,575,557,994</b>	<b>9,645,603,999</b>
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.

As Per Our Report Of Even Date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W/E300004  
Chartered Accountants

Per **Govind Ahuja**  
Partner  
Membership No. 48966

Place : Mumbai  
Date : May 20, 2016

For And On Behalf Of The Board Of Directors Of  
**Just Dial Limited**

**V.S.S. Mani**  
Managing Director And  
Chief Executive Officer  
Din: 00202052

**Ramkumar Krishnamachari**  
Chief Financial Officer

**Ramani Iyer**  
Whole Time Director  
Din: 00033559

**Sachin Jain**  
Company Secretary

## Statement of Profit and Loss for the year ended March 31, 2016

Particulars	Notes	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>Income</b>			
Revenue from operations	18	6,908,280,372	5,897,978,567
Other income	19	584,915,333	488,550,242
<b>Total revenue</b>		<b>7,493,195,705</b>	<b>6,386,528,809</b>
<b>Expenses</b>			
Employee benefits expense	20	3,774,050,654	3,087,718,442
Other expenses	21	1,428,823,389	1,152,395,838
Depreciation and amortisation expense	10	311,021,270	240,999,298
<b>Total expense</b>		<b>5,513,895,313</b>	<b>4,481,113,578</b>
<b>Profit before tax</b>		<b>1,979,300,392</b>	<b>1,905,415,231</b>
<b>Tax expense</b>			
Current tax		545,055,235	555,084,959
Deferred tax		16,229,269	(38,571,046)
<b>Total tax expense</b>		<b>561,284,504</b>	<b>516,513,913</b>
<b>Profit for the year</b>		<b>1,418,015,888</b>	<b>1,388,901,318</b>
Earnings per share			
Basic [Nominal value of shares ₹10]	23	20.12	19.76
Diluted [Nominal value of shares ₹10]	23	19.95	19.62
Summary of significant accounting policies.	3		

The accompanying notes are an integral part of the financial statements.

As Per Our Report Of Even Date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W/E300004  
Chartered Accountants\

For And On Behalf Of The Board Of Directors Of  
**Just Dial Limited**

Per **Govind Ahuja**  
Partner  
Membership No. 48966

**V.S.S. Mani**  
Managing Director And  
Chief Executive Officer  
Din: 00202052

**Ramani Iyer**  
Whole Time Director  
Din: 00033559

Place : Mumbai  
Date : May 20, 2016

**Ramkumar Krishnamachari**  
Chief Financial Officer

**Sachin Jain**  
Company Secretary

## Cash flow statement for the year ended March 31, 2016

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>A. Cash flow from operating activities</b>		
Net profit before tax	1,979,300,392	1,905,415,231
Adjustments to reconcile profit before tax to net cash flows :		
Depreciation and amortisation expense	311,021,270	240,999,298
Employee stock compensation expense	205,545,461	152,531,704
Loss on sale of fixed assets (net)	296,790	3,321,961
Profit on sale of current investments	(332,049,109)	(162,259,271)
Profit on sale of non current investments	-	(186,398,860)
Dividend Income	(4,446,151)	-
Interest Income	(161,620,105)	(132,530,652)
<b>Operating profit before working capital changes</b>	<b>1,998,048,548</b>	<b>1,821,079,411</b>
Movements in working capital :		
(Increase) in trade receivables	(1,301,929)	-
Decrease/(Increase) in short term loans and advances	19,018,879	(40,678,914)
Decrease/(Increase) in long term loans and advances	(66,097,830)	5,174,897
Decrease in other current assets	-	309,440
Increase in trade payables	58,711,638	45,174,247
Increase in other current liabilities	37,180,367	553,454,560
Increase in other long term liabilities	5,642,589	8,692,681
Increase in short term provisions	17,206,781	13,307,875
Cash generated from operations	2,068,409,043	2,406,514,197
Direct taxes paid (net of refunds)	(571,460,851)	(559,980,268)
<b>Net cash from operating activities (A)</b>	<b>1,496,948,191</b>	<b>1,846,533,929</b>
<b>B. Cash flows from investing activities</b>		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(947,791,063)	(680,682,935)
Proceeds from sale of fixed assets	759,121	938,617
Purchase of current investments	(4,914,889,812)	(5,665,567,437)
Purchase of non current investments	-	(225,440,000)
Sale/redemption of current investments	5,942,497,533	3,041,370,517
Sale/redemption of non current investments	-	1,733,478,860
Investment in subsidiary company	(4,715)	(4,467,964)
Investment in bank deposit (with maturity more than three months)	(41,552,388)	(2,039,106)
Redemption/maturity of bank deposit (with maturity more than three months)	41,501,291	71,507,361
Dividend Received	4,446,151	-
Interest received	145,306,018	145,920,700
<b>Net cash from/(used in) investing activities (B)</b>	<b>230,272,135</b>	<b>(1,584,981,387)</b>

## Cash flow statement for the year ended March 31, 2016

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>C. Cash flows from financing activities</b>		
Receipts from issuance of equity shares (including premium)	3,389,200	23,030,700
Payment for buyback of equity shares (including premium)	(1,645,323,450)	-
Dividend paid	(140,985,490)	(140,301,100)
Dividend distribution tax	(28,701,328)	(23,844,172)
<b>Net cash used in financing activities (C )</b>	<b>(1,811,621,068)</b>	<b>(141,114,572)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>(84,400,742)</b>	<b>120,437,970</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>419,962,971</b>	<b>299,525,001</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>335,562,229</b>	<b>419,962,971</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	1,242,561	6,309,920
Cheques in hand	4,523,877	2,389,857
With banks		
- on current account	328,966,198	408,902,697
- on unpaid dividend account*	101,932	1,608,036
- in public issue refund account**	727,661	752,461
<b>Cash and cash equivalents (Refer note 15)</b>	<b>335,562,229</b>	<b>419,962,971</b>
Summary of significant accounting policies. (Refer Note 3)		

\* The Company can utilize these balances only towards settlement of respective unpaid dividend.

\*\* The Company can utilize this balance only towards settlement of refund of IPO proceeds.

The accompanying notes are an integral part of the financials statements.

As Per Our Report Of Even Date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W/E300004  
Chartered Accountants

Per **Govind Ahuja**  
Partner  
Membership No. 48966

Place : Mumbai  
Date : May 20, 2016

For And On Behalf Of The Board Of Directors Of  
**Just Dial Limited**

**V.S.S. Mani**  
Managing Director And  
Chief Executive Officer  
Din: 00202052

**Ramkumar Krishnamachari**  
Chief Financial Officer

**Ramani Iyer**  
Whole Time Director  
Din: 00033559

**Sachin Jain**  
Company Secretary

## Notes to financial statements for the year ended March 31, 2016

### 1. Corporate information

Just Dial Limited ('the Company') was incorporated in India with limited liability by shares on December 20, 1993.

The equity shares of the Company are listed on The National Stock Exchange of India Limited, the BSE Limited and MCX Stock Exchange Limited.

The Company provides local search, search related services and software services to users in India through multiple platforms such as the internet, mobile internet, over the telephone (voice), text (SMS). During the year the Company has started providing cloud based and application software on outright sale on subscription basis.

### 2. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 the Companies Act, 2013, read together along with paragraph 7 of the Companies (Accounts Rule) 2014.

The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### 3. Statement of Significant Accounting Policies

#### 3.1 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### 3.2 Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working

condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### 3.3 Depreciation on tangible fixed asset.

Premium on leasehold land is amortized on a straight line basis over the period of 99 years of lease. Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.

The company has used the following useful lives (years) to provide depreciation on its fixed assets.

Particulars	Useful lives estimated by the management (years)
Buildings	20 Years
Plant and Machinery	5 Years
Office Equipment	5 Years
Furniture and Fittings	7 Years
Motor Car	5 Years
Computers (Servers & networks)	5 Years
Computers (End user Devices)	3 Years
Headsets	3 Years

Useful lives used by the Company are different from rates prescribed under Schedule II of the Companies Act 2013. These rates are based on evaluation of useful life estimated by the management supported by internal technical evaluation.

#### 3.4 Impairment

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating



## Notes to financial statements for the year ended March 31, 2016

units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### 3.5 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost, net of accumulated amortisation and accumulated impairment losses, if any.

#### Research and development cost

Research costs are expensed as incurred. Development expenditure incurred on an internally generated intangible assets are recognized as an intangible asset, when the Company can demonstrate all the following:

- (i) The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- (ii) Its intention to complete the asset;
- (iii) Its ability to use or sell the asset;
- (iv) That the asset will generate future economic benefits;
- (v) The availability of adequate resources to complete the development and to use or sell the asset; and
- (vi) The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the

useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the Company amortises the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Accounting standard 5: Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

A summary of amortisation policies applied to the Company's intangible assets is as below:

#### Goodwill

Goodwill is amortised on a straight line basis over a period of five years. Carrying value of goodwill is reviewed for impairment annually and otherwise when events or changes in circumstances indicate that the goodwill may be impaired.

#### Software

Application software acquired by the Company which provide long term benefits to the Company are capitalized at cost and amortised equally over a period of 5 years being the estimated useful life.

#### Website development costs

Website development costs are amortised on a straight line basis over a period of five years being the estimated useful life.

## Notes to financial statements for the year ended March 31, 2016

### Unique telephone numbers

Unique telephone numbers are amortised on a straight line basis over a period of five years being the estimated useful life.

### Application development

Application development cost capitalized are amortized on a straight line basis over the period of 3 years being the estimated useful life of the asset

### 3.6 Leases

#### Where the company is lessee.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

### 3.7 Corporate Social Responsibility (CSR) Expenditure

CSR spend are charged to the statement of profit and loss as an expense in the period they are incurred.

### 3.8 Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties, as applicable.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### 3.9 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific criteria must be also be met before revenue is recognised:

#### 3.9.1 Income from Services

##### Sale of Search related services

Revenues from tenure based contracts are recognised pro-rata over the contract period and from lead based contracts when leads are provided to the customer.

Activation fee from customers is recognized at the time of activation of services.

#### Software Services

Revenue from sale of software products is recognised when risks and rewards of ownership have been transferred.

Initial set up fees representing fees for website creation are recognised in the period in which services are delivered.

#### Other Operating revenue

Other Operating revenue comprises Sale of Review and Rating Certification Services& Search Plus services.

Revenues from sale of review and rating certification services are recognised at the time of issuance of the certificate to the customer.

Transaction service fee and commission income on search plus services is recognised in the period in which services are rendered or delivered.

#### 3.9.2 Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest applicable. Interest income is included under the head "Other income" in the statement of profit & loss account.

#### 3.9.3 Dividends

Dividend income is recognised when the company's right to receive dividend is established by the balance sheet date.

#### 3.9.4 Service charges

Revenue from service charges is recognised upon rendering of services.

### 3.10 Foreign currency transaction and balances.

#### 3.10.1 Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### 3.10.2 Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

## Notes to financial statements for the year ended March 31, 2016

### 3.10.3 Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of the Company at rates different from those, at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

### 3.11 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset.

Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

### 3.12 Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax

rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

### 3.13 Employee stock compensation cost

Employees (including senior executives) of the

## Notes to financial statements for the year ended March 31, 2016

company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

### 3.14 Segment reporting policy

In accordance with Accounting Standard 17 - Segment Reporting, segment information has been given in the consolidated financial statements of the Company, and therefore no separate disclosure on segment information is given in the standalone financial statements.

### 3.15 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and related attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 3.16 Provisions

A provision is recognised when the company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### 3.17 Contingent liabilities.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

### 3.18 Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

## Notes to financial statements for the year ended March 31, 2016

### 4. Share capital

Particulars	₹	
	As at March 31, 2016	As at March 31, 2015
<b>Authorised shares</b>		
<b>Equity share capital</b>		
100,000,000 (March 31, 2015: 100,000,000) equity shares of ₹10/- each	1,000,000,000	1,000,000,000
<b>Preference share capital</b>		
1,200,000 (March 31, 2015: 1,200,000) preference shares of ₹10/- each	12,000,000	12,000,000
	<b>1,012,000,000</b>	<b>1,012,000,000</b>
<b>Issued, subscribed and fully paid up shares</b>		
<b>Equity shares</b>		
69,473,611 (March 31, 2015: 70,492,745) equity shares of ₹ 10/- each fully paid	694,736,110	704,927,450
Total issued, subscribed & paid up share capital	<b>694,736,110</b>	<b>704,927,450</b>

#### a) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	₹	Number	₹
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	70,492,745	704,927,450	70,150,550	701,505,500
Shares issued during the year - ESOP exercised	42,365	423,650	342,195	3,421,950
Shares extinguished pursuant to buy back (Refer Note 37)	(1,061,499)	(10,614,990)	-	-
<b>Shares outstanding at the end of the year</b>	<b>69,473,611</b>	<b>694,736,110</b>	<b>70,492,745</b>	<b>704,927,450</b>

#### b) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As at (No. of shares)	
	March 31, 2016	March 31, 2015
<b>Equity Shares</b>		
Equity Shares allotted as fully paid up bonus shares	11,377,025	62,293,935

In addition the Company has issued total 952,507 shares (March 31, 2015: 922,765) during the period of five years immediately preceding the reporting date on exercise of option granted under the employee stock option plan (ESOP) wherein part consideration was received in the form of employee services.

#### c) Disclosure of Shareholders holding more than 5% of the share capital of the Company:

##### Equity share capital

Name of shareholder	As at March 31, 2016		As at March 31, 2015	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Mr. V. S. S. Mani	19,515,340	28.09	19,193,175	27.23
Nalanda India Equity Fund Limited	7,020,323	10.11	-	-
Saif II Mauritius Company Limited	5,000,188	7.20	6,061,687	8.60
Tiger Global Four JD Holdings	-	-	4,908,932	6.96
Tiger Global Five Indian Holdings	-	-	3,043,570	4.32

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## Notes to financial statements for the year ended March 31, 2016

### d) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP) of the company (Refer note 30)

### e) Terms, Rights and restrictions attached to equity shares

#### Voting Rights

Each holder of equity shares having a par value of ₹10 per equity share is entitled to one vote per equity share.

#### Rights as to Dividend

The equity shareholders have right to receive dividend when declared by the Board of Directors subject to approval in the ensuing Annual General Meeting.

The Company proposed dividend of ₹ NIL during the year ended March 31, 2016 (₹ 2 per share in March 31, 2015).

#### Rights pertaining to repayment of capital

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be according to the shareholders rights and interests in the Company.

## 5. Reserves and surplus

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Capital Redemption Reserves</b>		
Balance as per last financial statements	-	-
Add: transfer from General reserves pursuant to buyback	10,614,990	-
<b>Closing balance</b>	<b>10,614,990</b>	<b>-</b>
<b>Securities premium account</b>		
Balance as per last financial statements	2,511,449,441	2,485,784,816
Add: additions on ESOPs exercised	2,965,549	19,608,750
Add: transferred from stock options outstanding	59,688,384	6,055,875
Less : utilised for premium on buyback	(1,634,708,460)	-
<b>Closing balance</b>	<b>939,394,914</b>	<b>2,511,449,441</b>
<b>General reserve</b>		
Balance as per last financial statements	259,498,148	120,608,016
Add: amount transferred from surplus balance in the statement of profit and loss	-	138,890,132
Less: transfer to Capital Redemption Reserves pursuant to buyback	(10,614,990)	-
<b>Closing balance</b>	<b>248,883,158</b>	<b>259,498,148</b>
<b>Employees Stock options outstanding account</b>		
Balances as per the last financial Statements	151,868,351	5,392,522
Add: compensation cost for options over vesting period	272,363,624	161,124,157
Less: reversal of stock compensation cost on account of option lapse	(66,818,163)	(8,592,453)
Less: transferred to securities premium on exercise of stock options	(59,688,384)	(6,055,875)
<b>Closing balance</b>	<b>297,725,428</b>	<b>151,868,351</b>
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	3,105,421,668	2,031,208,334
Add: net profit for the year	1,418,015,888	1,388,901,318
Less: proposed final equity dividend	-	(140,985,490)
Less: tax on proposed final equity dividend	-	(28,701,328)
Less: transferred to general reserve	-	(138,890,132)
Less: depreciation adjustment (net of deferred tax) (Refer note 10)	-	(6,111,034)
<b>Net surplus in the statement of profit and loss</b>	<b>4,523,437,556</b>	<b>3,105,421,668</b>
<b>Total Reserves and Surplus</b>	<b>6,020,056,046</b>	<b>6,028,237,608</b>



## Notes to financial statements for the year ended March 31, 2016

### 6. Other long term liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for lease obligation	45,615,007	39,972,416
<b>Total Other Long Term Liabilities</b>	<b>45,615,007</b>	<b>39,972,416</b>

### 7. Trade payables

Particulars	As at March 31, 2016	As at March 31, 2015
(a) Total outstanding dues of Micro and Small enterprises (Refer note 29)	-	-
(b) Total outstanding dues of trade payables other than Micro and Small enterprises	196,340,270	137,628,632
<b>Total Trade Payables</b>	<b>196,340,270</b>	<b>137,628,632</b>

### 8. Other current liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
Unearned revenue	2,112,554,755	2,102,291,502
<b>Other payables</b>		
Salary and reimbursements payable	384,360,600	314,266,256
Other statutory dues (employee related liabilities) (Refer note 31)	16,576,502	44,662,157
Other payables for fixed assets	6,698,028	6,069,689
Investor Education and Protection Fund will be credited by following amounts (as and when due)		
Share application money refundable	727,661	752,461
Unclaimed dividend	101,932	1,608,036
Share issue expenses payable	-	528,031
Service tax payable	55,977	-
Tax deducted at source payable	39,986,678	55,603,389
Deposit from franchisees	146,032	146,032
Provision for lease obligation	7,083,598	5,911,505
<b>Total Other Current Liabilities</b>	<b>2,568,291,763</b>	<b>2,531,839,058</b>

### 9. Short term provisions

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for compensated absences	40,333,582	32,001,238
Provision for gratuity (Refer note 31)	10,185,216	1,310,779
Proposed equity dividend	-	140,985,490
Provision for tax on proposed equity dividend	-	28,701,328
<b>Total Short Term Provisions</b>	<b>50,518,798</b>	<b>202,998,835</b>



## Notes to financial statements for the year ended March 31, 2016

### 10. Fixed assets

Particulars	Tangible Assets								Intangible Assets						Grand Total (A+B)	
	Leasehold Land	Leasehold Improvements	Building	Plant and Machinery	Office Equipment	Furniture and Fittings	Motor Car	Computer	Total (A)	Goodwill	Software	Website Development cost	Application Development	Unique telephone numbers		Total (B)
<b>Cost or valuation</b>																
At April 1, 2014	-	66,804,466	680,000	258,029,436	54,541,791	47,385,942	9,023,867	523,394,297	<b>959,859,798</b>	1,600,000	78,640,152	8,221,220	21,447,075	10,010,000	<b>119,918,447</b>	<b>1,079,778,245</b>
Additions	375,007,500	48,614,091	-	37,693,438	24,221,234	17,563,640	-	134,724,755	<b>637,824,658</b>	-	10,235,088	-	-	-	<b>10,235,088</b>	<b>648,059,746</b>
<b>Adjustment</b>																
Disposals	-	(3,818,816)	-	(8,478,723)	(4,739,906)	(3,056,388)	-	(1,588,703)	<b>(21,682,536)</b>	-	-	-	-	-	-	<b>(21,682,536)</b>
<b>At March 31, 2015</b>	<b>375,007,500</b>	<b>111,599,741</b>	<b>680,000</b>	<b>287,244,151</b>	<b>74,023,119</b>	<b>61,893,193</b>	<b>9,023,867</b>	<b>656,530,348</b>	<b>1,576,001,920</b>	<b>1,600,000</b>	<b>88,875,240</b>	<b>8,221,220</b>	<b>21,447,075</b>	<b>10,010,000</b>	<b>130,153,535</b>	<b>1,706,155,455</b>
Additions	39,340,880	33,671,661	95,621,642	38,023,153	16,938,279	8,745,089	-	526,587,348	<b>758,928,053</b>	-	19,966,995	-	-	-	<b>19,966,995</b>	<b>778,895,048</b>
Adjustment*	-	(5,249,174)	-	-	-	5,249,174	-	-	-	-	-	-	-	-	-	-
Disposals	-	(18,602,792)	-	(15,635,528)	(1,514,524)	(718,396)	-	(578,782)	<b>(37,050,022)</b>	-	(24,313)	-	-	-	<b>(24,313)</b>	<b>(37,074,335)</b>
<b>At March 31, 2016</b>	<b>414,348,380</b>	<b>121,419,436</b>	<b>96,301,642</b>	<b>309,631,776</b>	<b>89,446,874</b>	<b>75,169,060</b>	<b>9,023,867</b>	<b>1,182,538,915</b>	<b>2,297,879,951</b>	<b>1,600,000</b>	<b>108,817,923</b>	<b>8,221,220</b>	<b>21,447,075</b>	<b>10,010,000</b>	<b>150,096,218</b>	<b>2,447,976,168</b>
<b>Depreciation</b>																
At April 1, 2014	-	43,112,912	583,215	132,895,042	24,798,217	32,895,858	7,908,861	257,162,519	<b>499,356,624</b>	1,600,000	27,666,371	8,221,220	7,992,848	6,983,101	<b>52,463,540</b>	<b>551,820,164</b>
Charge for the year	1,369,890	14,913,221	34,160	52,292,031	16,906,479	9,575,911	1,115,006	118,741,837	<b>214,948,535</b>	-	16,889,995	-	7,149,458	2,011,311	<b>26,050,764</b>	<b>240,999,298</b>
Disposals	-	(2,407,170)	-	(7,078,394)	(3,747,452)	(2,642,130)	-	(1,546,813)	<b>(17,421,959)</b>	-	-	-	-	-	-	<b>(17,421,959)</b>
Adjusted against surplus in the statement of profit and loss**	-	-	-	289,722	294,697	1,779	-	8,671,541	<b>9,257,739</b>	-	-	-	-	-	-	<b>9,257,739</b>
<b>At March 31, 2015</b>	<b>1,369,890</b>	<b>55,618,962</b>	<b>617,375</b>	<b>178,398,401</b>	<b>38,251,941</b>	<b>39,831,418</b>	<b>9,023,867</b>	<b>383,029,085</b>	<b>706,140,939</b>	<b>1,600,000</b>	<b>44,556,366</b>	<b>8,221,220</b>	<b>15,142,306</b>	<b>8,994,412</b>	<b>78,514,304</b>	<b>784,655,243</b>
Charge for the year	4,028,646	20,373,223	4,703,843	53,257,544	14,850,720	9,829,221	-	177,308,969	<b>284,352,165</b>	-	19,444,982	-	6,208,535	1,015,588	<b>26,669,105</b>	<b>311,021,270</b>
Adjustment*	-	(305,415)	-	-	-	305,415	-	-	-	-	-	-	-	-	-	-
Disposals	-	(18,602,792)	-	(14,873,834)	(1,405,552)	(454,080)	-	(548,881)	<b>(35,885,139)</b>	-	(18,838)	-	-	-	<b>(18,838)</b>	<b>(35,903,977)</b>
<b>At March 31, 2016</b>	<b>5,398,536</b>	<b>57,083,978</b>	<b>5,321,217</b>	<b>216,782,110</b>	<b>51,697,109</b>	<b>49,511,974</b>	<b>9,023,867</b>	<b>559,789,173</b>	<b>954,607,965</b>	<b>1,600,000</b>	<b>63,982,510</b>	<b>8,221,220</b>	<b>21,350,841</b>	<b>10,010,000</b>	<b>105,164,571</b>	<b>1,059,772,536</b>
<b>Net Block</b>																
<b>At March 31, 2015</b>	<b>373,637,610</b>	<b>55,980,778</b>	<b>62,625</b>	<b>108,845,750</b>	<b>35,771,178</b>	<b>22,061,776</b>	-	<b>273,501,264</b>	<b>869,860,981</b>	-	<b>44,318,875</b>	-	<b>6,304,769</b>	<b>1,015,588</b>	<b>51,639,231</b>	<b>921,500,212</b>
<b>At March 31, 2016</b>	<b>408,949,844</b>	<b>64,335,458</b>	<b>90,980,425</b>	<b>92,849,666</b>	<b>37,749,765</b>	<b>25,657,086</b>	-	<b>622,749,742</b>	<b>1,343,271,985</b>	-	<b>44,835,413</b>	-	<b>96,234</b>	-	<b>44,931,647</b>	<b>1,388,203,632</b>

\*Includes transfer of assets on closure of lease obligation

\*\* In 2014-15, pursuant to Schedule II of the Companies Act 2013, the company had recomputed depreciation based on the useful life of assets. Due to change in useful life, the depreciation charge for assets having exhausted useful life as at April 1, 2014, of ₹9,257,739 (net of deferred tax of ₹6,111,034) has been recognised in the opening balance of surplus in the statement of profit and loss account. As a result of this change in useful life of the assets, the depreciation charge for the year ended March 31, 2015 is higher by ₹33,132,751.

## Notes to financial statements for the year ended March 31, 2016

### 11. Investments

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Non current investments</b>		
<b>In Subsidiary Companies (At cost, Trade, Unquoted)</b>		
1,000 (Previous Year: 1,000) equity shares of USD 0.01 each fully paid in Just Dial Inc (Delaware, United States of America)	4,467,964	4,467,964
100 (Previous Year: Nil) ordinary equity shares of SGD 1 each fully paid in JD International PTE Ltd (Refer note 35)	4,715	-
<b>Aggregate value of unquoted investment</b>	<b>4,472,679</b>	<b>4,467,964</b>
<b>Current investments (valued at lower of cost and fair value)</b>		
Investment in tax free bonds (other than trade quoted )	2,152,656,490	225,440,000
Current Investments in mutual funds (other than trade unquoted)	4,877,954,732	7,496,283,614
	<b>7,030,611,222</b>	<b>7,721,723,614</b>

#### Investment in tax free bonds(other than trade quoted)

Name of Body Corporates	No. of bonds As at March 31, 2016	As at March 31, 2015	Amount (₹) As at March 31, 2016	As at March 31, 2015
8.66% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹1,000 each (maturity at June 22, 2034)	100,000	100,000	114,390,000	114,390,000
8.66% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹1,000 each (maturity at June 22, 2034)	70,000	-	80,668,000	-
8.76% National Housing Bank - Tax Free Bonds of ₹5,000 each (maturity at Jan 13, 2034)	87,089	-	504,969,890	-
8.68% National Housing Bank - Tax Free Bonds of ₹5,000 each (maturity at Mar 24, 2029)	1,000	-	5,658,500	-
8.50% National Highway Authority of India - Tax Free Bonds of ₹1,000 each (maturity at Feb 05, 2029)	550,000	-	612,525,100	-
8.50% National Highway Authority of India - Tax Free Bonds of ₹1,000 each (maturity at Feb 05, 2029)	500,000	-	556,700,000	-
8.48% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹1,000 each (maturity at Jan 22, 2029)	150,000	-	166,695,000	-
8.46% Power Financial Corporation Ltd - Tax Free Bonds of ₹1,000,000 each (maturity at August 30, 2028)	100	100	111,050,000	111,050,000
<b>Aggregate value of quoted investment</b>	<b>1,458,189</b>	<b>100,100</b>	<b>2,152,656,490</b>	<b>225,440,000</b>

#### Investment in mutual funds (other than trade unquoted)

Name of Schemes	Face Value	No. of units As at March 31, 2016	As at March 31, 2015	Amount (₹) As at March 31, 2016	As at March 31, 2015
Birla sunlife Fixed term plan -Series KF (1099 Days) Growth Direct	10	11,172,129	11,172,129	111,721,290	111,721,290
Birla sunlife Fixed term plan -Series KI (1099 Days) Growth Direct	10	11,000,000	11,000,000	110,000,000	110,000,000

## Notes to financial statements for the year ended March 31, 2016

### 11. Investments

#### Investment in mutual funds (other than trade unquoted)

Name of Schemes	Face Value	No. of units		Amount (₹)	
		As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
HDFC FMP 371D February 2014 (2) Series 29 - Direct - Growth	10	10,919,216	10,919,216	109,192,160	109,192,160
UTI Short term Income Fund - Institutional Option - Growth	10	7,947,451	7,947,451	111,107,759	111,107,759
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan - Growth Option	10	9,141,437	9,141,437	91,414,366	91,414,366
ICICI Prudential Income - Regular Plan - Growth	10	1,699,742	3,523,392	65,000,000	130,000,000
ICICI Prudential FMP series 63 - 3 years plan M Cumulative	10	-	20,000,000	-	200,000,000
ICICI Prudential Gilt Fund Investment Regular Plan Growth	10	2,528,874	2,528,874	100,000,000	100,000,000
JP Morgan India Income Fund Series 301 - Growth	10	-	50,000,010	-	500,000,100
DWS premier bond fund - Regular Plan Growth	10	-	5,313,948	-	100,000,000
L&T FMP - VII (July 1189D A) Direct Plan - Growth	10	5,000,000	5,000,000	50,000,000	50,000,000
Birla Sun Life Income Plus - Growth - Regular Plan	10	3,259,221	3,259,221	179,936,053	179,936,053
ICICI Prudential Short Term - Regular Plan - Growth Option	10	2,447,841	2,447,841	60,000,000	60,000,000
ICICI Prudential FMP Series 68-369 Days Plan I - Direct Plan - Cumulative	10	12,500,000	12,500,000	125,000,000	125,000,000
Kotak FMP Series 106 Direct Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
Religare Invesco FMP - Series XIX - Plan C (367 days) - Direct Plan Growth	10	15,000,000	15,000,000	150,000,000	150,000,000
ICICI Prudential FMP Series 68-369 Days Plan K - Regular Plan - Cumulative	10	21,930,025	21,930,025	219,300,250	219,300,250
Birla Sunlife Interval Income fund Annual plan Series IX - Dir Growth	10	20,000,000	20,000,000	200,000,000	200,000,000
HDFC FMP 1143D July 2013 (1) Series 27 - Regular - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
ICICI Prudential FMP Series 69-33 Days Plan E - Direct Plan - Cumulative	10	7,500,000	7,500,000	75,000,000	75,000,000
Kotak FMP series 111 Direct - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
Kotak FMP series 112 Direct - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
L&T FMP Series 8 - Plan G - Direct Growth	10	9,026,330	9,026,330	90,263,298	90,263,298
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular Plan - Growth	10	7,257,842	7,257,842	200,000,000	199,782,265
IDFC Banking Debt Fund - Regular Plan - Growth	10	18,249,341	18,249,341	200,000,000	200,000,000
Axis Banking Debt Fund - Direct Plan - Growth	1,000	170,706	170,706	200,000,000	200,000,000
HDFC Short Term Opportunities Fund - Growth	10	14,123,197	14,123,197	200,000,000	200,000,000

## Notes to financial statements for the year ended March 31, 2016

### 11 Investments

#### Investment in mutual funds (other than trade unquoted)

Name of Schemes	Face Value	No. of units		Amount (₹)	
		As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
UTI Fixed Term Income Fund Series XIX-VIII (368 days) - Direct Growth Plan	10	10,000,000	10,000,000	100,000,000	100,000,000
Reliance Fixed Horizon Fund - XXVI - Series 9 - Direct Plan Growth Plan (XI-AG)	10	11,500,000	11,500,000	115,000,000	115,000,000
Birla Sun Life Short Term Fund -Growth-Regular Plan	10	4,126,698	4,126,698	200,000,000	200,000,000
Kotak FMP Series 157 (370 Days) - Direct Growth (Refer note c)	10	15,000,000	15,000,000	150,000,000	150,000,000
Kotak FMP Series 160 - Direct - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
Birla Sunlife Cash Plus - Growth - Regular Plan	100	-	1,013,473	-	226,771,635
Reliance Yearly Interval Fund - Series 9-Direct Plan Growth Plan	10	10,775,000	12,886,005	117,064,985	140,000,000
Kotak FMP Series 163 (1100 Days) - Direct Growth (Refer note c)	10	14,000,000	14,000,000	140,000,000	140,000,000
SBI Debt Fund Series - A 26 - 682 Days - Direct - Growth	10	15,000,000	15,000,000	150,000,000	150,000,000
HDFC Banking and PSU Debt Fund - Regular Plan - Growth Option	10	-	26,491,308	-	291,560,686
HDFC Gilt Fund Long term Growth	10	7,056,167	7,056,167	200,000,000	200,000,000
HDFC Cash Management Fund - Savings Plan - Growth	1,000	-	34,338,655	-	1,000,000,000
Reliance Money Manager Fund- Direct Growth Plan	1,000	-	259,880	-	500,233,752
Birla Sun Life Floating Rate Short Term Plan- Growth Regular plan	100	-	1,450,235	-	270,000,000
Reliance Arbitrage Advantage Fund - Growth Plan - Growth Option	10	6,693,261	-	100,000,000	-
HDFC Liquid Fund-Growth	1,000	67,203	-	200,000,000	-
Reliance Medium Term Fund - Growth Plan - Growth Option	10	1,934,166	-	57,954,571	-
Reliance Fixed Horizon Plan- XXX - Series 13 Growth Plan	10	20,000,000	-	200,000,000	-
<b>Total</b>		<b>357,025,845</b>	<b>471,133,380</b>	<b>4,877,954,732</b>	<b>7,496,283,614</b>

Note:

- Aggregate market value of investment in unquoted mutual funds units held by the Company based on NAV declared on the balance sheet date by the mutual fund is ₹5,773,222,752 (March 31, 2015: ₹8,209,174,165)
- Aggregate market value of investment in quoted bonds held by the Company based on NAV declared on the balance sheet date is ₹2,203,646,260 (March 31, 2015: ₹226,500,000)
- The investment in Kotak FMP Series 157 (370 Days) - Direct Growth and Kotak FMP Series 163 (1100 Days) - Direct Growths subject to lien against overdraft facility of ₹250,000,000 availed by the Company from HDFC Bank utilization till March 31, 2016: ₹ Nil (March 31, 2015: ₹ Nil)

## Notes to financial statements for the year ended March 31, 2016

### 12. Deferred tax Assets (net)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Deferred tax assets</b>		
Effect of expenditure debited to statement of profit and loss in the current year but allowed for tax purposes in following years	4,239,015	10,282,588
Effect of lease accounting	18,237,933	15,595,945
Effect of employee stock expense accounting	47,222,169	21,836,515
Effect of deferred tax assets arising on long term capital loss	-	11,240,679
<b>Total</b>	<b>69,699,117</b>	<b>58,955,727</b>
Less: Effect of deferred tax assets arising on long term capital loss not recognised in absence of virtual certainty	-	(11,240,679)
<b>Gross Deferred tax assets</b>	<b>69,699,117</b>	<b>47,715,048</b>
<b>Deferred tax liabilities</b>		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	62,372,469	24,159,131
<b>Gross Deferred Tax liabilities</b>	<b>62,372,469</b>	<b>24,159,131</b>
<b>Net Deferred Tax Asset</b>	<b>7,326,648</b>	<b>23,555,917</b>

### 13. Long Term Loans and advances (unsecured, considered good)

Particulars	As at March 31, 2016	As at March 31, 2015
Capital advances	348,464,869	183,854,936
Security deposits	160,864,464	93,820,059
Prepaid expenses	12,840,751	13,787,326
<b>Other loans and advances</b>		
Advance taxes (net of provision for taxation ₹2,301,628,682 (March 31, 2015: ₹1,756,573,447))	89,777,562	64,145,296
Income tax refund receivable	14,914,317	14,914,317
<b>Total Long Term Loans and Advances</b>	<b>626,861,963</b>	<b>370,521,934</b>

### 14. Trade receivables (unsecured, considered good)

Particulars	As at March 31, 2016	As at March 31, 2015
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Other receivables	1,301,929	-
<b>Total Trade Receivables</b>	<b>1,301,929</b>	<b>-</b>

## Notes to financial statements for the year ended March 31, 2016

### 15. Cash and bank balances

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Cash and cash equivalents</b>		
Balance with Bank		
- on current accounts	328,966,198	408,902,697
- on unpaid dividend accounts*	101,932	1,608,036
- in public issue refund account**	727,661	752,461
Cheques/drafts on hand	4,523,877	2,389,857
Cash on hand	1,242,561	6,309,920
<b>Total Cash and cash equivalents</b>	<b>335,562,229</b>	<b>419,962,971</b>
<b>Other bank balances</b>		
Bank deposits with remaining maturity of less than 12 months	652,388	601,291
<b>Total Cash and Bank Balances</b>	<b>336,214,617</b>	<b>420,564,262</b>

\* The Company can utilize these balances only towards settlement of respective unpaid dividend.

\*\* The Company can utilize this balance only towards settlement of refund of IPO proceeds.

### 16. Short Term Loans and advances (unsecured, considered good)

Particulars	As at March 31, 2016	As at March 31, 2015
Advances recoverable in cash or kind or for value to be received	8,165,430	11,170,175
Security deposits	8,656,500	31,918,520
Security deposits to related parties	-	1,850,000
<b>Other loans and advances</b>		
Service tax input credit	25,493,971	18,132,403
Prepaid expenses	71,905,323	67,351,367
Advance to vendors	43,398,981	46,216,619
<b>Total Short Term Loans and Advances</b>	<b>157,620,205</b>	<b>176,639,084</b>

### Loans and advances due by directors, relatives of directors and related parties:

Advances recoverable in cash or kind or for value to be received include:		
Advances given to Key Management Personnel	-	700,000
Security deposits include:		
From Key Management Personnel	-	925,000
From Relatives of Key Management Personnel	-	925,000

### 17. Other current assets (unsecured, considered good)

Particulars	As at March 31, 2016	As at March 31, 2015
Interest accrued but not due on fixed deposit	32,711	33,809
Interest accrued but not due on tax free bonds	22,912,388	6,597,203
<b>Total Other Current Assets</b>	<b>22,945,099</b>	<b>6,631,012</b>

## Notes to financial statements for the year ended March 31, 2016

### 18. Revenue from operations

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Sale of search related services	6,746,237,561	5,871,774,260
Sale of software services	36,580,000	-
Other operating revenue	125,462,811	26,204,307
<b>Total Revenue</b>	<b>6,908,280,372</b>	<b>5,897,978,567</b>

### 19. Other income

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest income on		
Bank deposits	242,177	2,521,820
Current investments (tax free bonds)	161,377,928	130,008,832
Dividend income on current investment	4,446,151	-
Profit on sale of		
Current investments (net)*	332,049,109	162,259,271
Non current investments (tax free bonds)	-	186,398,860
Other non-operating income		
Service charges	-	971,000
Prior Period Excess Provision Reversal	35,025,339	-
Miscellaneous income	51,774,629	6,390,459
<b>Total Other Income</b>	<b>584,915,333</b>	<b>488,550,242</b>

\* Net of mark to market losses of ₹217,735 (March 31, 2015: ₹3,839,349)

### 20. Employee benefits expense

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Salaries, wages and bonus	3,367,393,323	2,750,187,933
Contribution to provident fund and other funds	98,180,522	80,291,033
Employee stock option plan (ESOP) (Refer note 30)	205,545,461	152,531,704
Gratuity expenses (Refer note 31)	37,779,292	42,640,741
Staff welfare expenses	65,152,056	62,067,031
<b>Total Employee Benefits Expense</b>	<b>3,774,050,654</b>	<b>3,087,718,442</b>

## Notes to financial statements for the year ended March 31, 2016

### 21. Other expenses

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Collection charges	25,713,791	23,546,654
Transportation expenses	754,765	1,846,597
Power and fuel	106,365,795	100,391,183
Rent	219,954,319	224,020,315
Rates and taxes	5,627,646	4,212,968
Insurance	929,236	982,843
Repairs and maintenance		
- Plant and machinery	26,581,010	19,466,810
- Building	857,232	-
- Others	93,272,213	53,751,827
Advertising and sales promotion	252,764,525	166,843,858
Brokerage & commission	1,650,413	3,101,954
Travelling and conveyance	22,477,861	17,827,536
Communication costs	226,942,963	208,770,455
Internet and server charges	211,256,640	130,105,360
Printing and stationery	27,252,908	13,448,903
Legal and professional fees	59,302,386	14,978,487
Directors sitting fees	600,000	730,000
Registration & membership fees	3,262,613	2,057,629
Payment to auditor (Refer note 22)	7,013,301	3,845,247
Recruitment expenses	10,915,620	5,916,818
Data base and content charges	22,326,845	106,417,403
Sundry balance written off	26,669,571	911,457
Office expenses	29,121,469	22,980,753
Administrative and support services	12,754,284	4,973,207
Exchange difference (net)	241,079	124,315
Hire charges	3,805,071	3,610,237
Corporate social responsibilities expenditure (Refer Note 28)	5,960,000	7,296,268
Donation	1,911,000	1,113,000
Loss on discarding/sale of assets (net)	296,790	3,321,961
Miscellaneous expenses	22,242,043	5,801,793
<b>Total Other Expenses</b>	<b>1,428,823,389</b>	<b>1,152,395,838</b>

### 22. Payment to auditor

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
<b>As auditor:</b>		
Audit fee	4,100,000	1,900,000
Limited review fee	1,350,000	1,350,000
Tax audit fee	450,000	400,000
<b>In other capacity:</b>		
Other Services (certification fees)	1,000,000	100,000
Re-imbursement of expenses	113,301	95,247
<b>Total Payment to Auditor</b>	<b>7,013,301</b>	<b>3,845,247</b>



## Notes to financial statements for the year ended March 31, 2016

### 23. Earnings per share (EPS)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
<b>Basic</b>		
Net Profit as per statement of profit and loss	1,418,015,888	1,388,901,318
Weighted average number of equity shares in calculating basic EPS	70,480,944	70,284,610
<b>Earning per share</b>	<b>20.12</b>	<b>19.76</b>
<b>Diluted</b>		
Net Profit as per statement of profit and loss	1,418,015,888	1,388,901,318
Weighted average number of equity shares in calculating basic EPS	70,480,944	70,284,610
Equity shares arising on grant of stock options under ESOP	589,563	513,828
<b>Total no of shares outstanding (weighted average) (including dilution)</b>	<b>71,070,506</b>	<b>70,798,438</b>
<b>Earning per share</b>	<b>19.95</b>	<b>19.62</b>

### 24. Related Parties

#### 24.1 Names of related parties and related party relationship

##### Related parties where control exists

Subsidiary Company	Just Dial Inc, Delaware, United State of America JD International Pte Ltd (from September 10, 2015)
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##### Related parties under AS 18 with whom transactions have taken place during the year

Key Management Personnel	Mr. V. S. S. Mani – Managing Director and Executive Officer Mr. V. Krishnan – Whole time Director Mr. Ramani Iyer – Whole time Director Mrs. Anita Mani – Director
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Just Dial Global Private Limited

##### Additional related parties as per Companies Act 2013 with whom transactions have taken place during the year

Key Management Personnel	Mr. Ramkumar Krishnamachari- Chief Financial Officer Mr. Sachin Jain – Company Secretary
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#### 24.2 Transactions with related parties.

Sl. No	Particulars	Year ended March 31, 2016	Year ended March 31, 2015
<b>1</b>	<b>Subsidiary</b>		
	Administrative and support services (Just Dial Inc)	12,754,284	4,973,207
	Expenses incurred on behalf of JD International Pte Ltd	287,973	-
<b>2</b>	<b>Key Management Personnel</b>		
<b>A</b>	<b>Remuneration</b>		
	Mr. V. S. S. Mani (including rent free accommodation)	17,579,805	16,988,096
	Mr. V. Krishnan (including rent free accommodation)	16,000,000	15,331,263
	Mr. Ramani Iyer	15,882,111	10,996,160
	Mr. Ramkumar Krishnamachari (including ESOP expense)	17,848,987	16,199,644
	Mr. Sachin Jain (including ESOP expense)	5,956,441	4,574,616
		<b>73,267,344</b>	<b>64,089,779</b>
<b>B</b>	<b>Lease Rent</b>		
	Mr. V. S. S. Mani	52,918	3,068,588
	Mrs. Anita Mani	52,918	3,068,588
<b>C</b>	<b>Purchase of Property</b>		
	Mr. V. S. S. Mani	45,000,000	-
	Mrs. Anita Mani	45,000,000	-

## Notes to financial statements for the year ended March 31, 2016

### 24.2 Transactions with related parties.

Sl. No	Particulars	₹	
		Year ended March 31, 2016	Year ended March 31, 2015
<b>D</b>	<b>Refund of Security Deposits</b>		
	Mr. V. S. S. Mani	925,000	-
	Mrs. Anita Mani	925,000	-
<b>E</b>	<b>Buyback of Shares</b>		
	Mr. V. S. S. Mani	400,940,050	-
	Mr. Ramani Iyer	24,612,450	-
	Mr. V. Krishnan	23,468,550	-
	Mrs. Anita Mani	12,747,200	-
	Mr. Ramkumar Krishnamachari	578,150	-
	Mr. Sachin Jain	148,800	-
<b>F</b>	<b>Advance given</b>		
	Mr. Ramkumar Krishnamachari	-	700,000
<b>G</b>	<b>Advance recovered</b>		
	Mr. Ramkumar Krishnamachari	700,000	-
<b>H</b>	<b>Dividend Paid</b>		
	Mr. V. S. S. Mani	39,548,022	39,548,022
	Mr. Ramani Iyer	2,422,222	2,830,222
	Mr. V. Krishnan	2,70,2600	2,830,730
	Mrs. Anita Mani	1,257,424	1,089,424
	Mr. Ramkumar Krishnamachari	55,052	93,912
	Mr. Sachin Jain	8,050	4,850
<b>3</b>	<b>Enterprises owned or significantly influenced by Key Management Personnel</b>		
<b>A</b>	<b>Service charges (other income)</b>		
	Just Dial Global Private Limited	-	971,000
	<b>Purchase of Investment</b>		
	Just Dial Inc, Delaware, United States of America	-	4,467,964
	JD International Pte Ltd	4,715	-

	Balance Outstanding at the year end	₹	
		Year ended March 31, 2016	Year ended March 31, 2015
<b>1</b>	<b>Subsidiary Company</b>		
	Payable towards administrative and support services Just Dial Inc, Delaware, United States of America	6,207,685	2,465,624
	Receivable towards reimbursable expenses JD International PTE Ltd	287,973	-
<b>2</b>	<b>Key Management Personnel</b>		
<b>A</b>	<b>Remuneration payable</b>		
	Mr. V.S.S. Mani	1,758,771	2,029,020
	Mr. V. Krishnan	726,308	1,278,564
	Mr. Ramani Iyer	1,998,498	2,495,851
	Mr. Ramkumar Krishnamachari	879,892	853,520
	Mr. Sachin Jain	228,563	231,887
		<b>5,592,032</b>	<b>6,888,843</b>
<b>B</b>	<b>Advances given</b>		
	Mr. Ramkumar Krishnamachari	-	700,000
<b>C</b>	<b>Lease Rent Payable</b>		
	Mr. V. S. S. Mani	47,626	-
	Mrs. Anita Mani	47,626	-
<b>D</b>	<b>Security Deposit given</b>		
	Mr. V. S. S. Mani	-	9,25,000
	Mrs. Anita Mani	-	9,25,000

## Notes to financial statements for the year ended March 31, 2016

### 25. Leases

#### Operating lease : Company as lessee

Office premises are obtained on operating lease. The lease rent is payable as per the terms of the lease agreements. The lease terms are different for each of the leases and the maximum lease term ranging from 1 year to 9 years. Some of the leases are renewable for further 5 years at the option of the Company. There are escalation clauses in the lease agreement for which rent is provided on straight lining basis. There is a lock in period of minimum 3 years in some lease agreements. There are no subleases. There is no restrictions place upon the companies by entering into these leases. The company also has a leasehold land with a lease term of 99 years with no escalation clause.

Details of lease payments during the year ended and future commitments on operating leases are as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Lease payments for the year	219,954,319	224,020,315
Minimum Lease Payments:		
Within one year	225,168,292	187,132,657
After one year but not more than five years	650,313,195	540,383,037
More than five years	108,453,700	63,996,059

### 26. Pending Litigations

#### A) Contingent Liabilities not provided for

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Claims against the company not acknowledged as debts (Refer note 1)	10,880,493	10,732,543
Income Tax Demands (Refer note 2):		
Income tax in respect of Assessment years 2005-06, 2006-07, 2007-08, 2008-09 and 2009-10 in respect of which the Company has preferred an appeal.	2,298,831	2,934,950

#### Notes :

- 1) There are certain cases against the company in the consumer court. Since the company is confident of defending the same, the management believes that the ultimate outcome of these cases will not have a material/ adverse impact on the company's financial position and results of operations.
- 2) The Company is contesting the income tax demands and the management; believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

#### B) Provision for other statutory liability

- 1) At March 2015, the Company had a provision of ESIC liability of ₹30,251,804 (pertaining to period April 2007 to September 2010) based on estimates and as per the provisions of the ESIC Act. Pursuant to the legal opinion obtained during the year, the liability is time barred as per ESIC provision. Therefore the liability of ₹28,188,364 has been written back and based on the opinion a provision of ₹2,063,440 has been retained. This provision will be adjusted/settled on completion of the assessment.
- 2) The company has received various demand intimations under section 154 of the Income Tax Act, 1961, pertaining to financial year 2007-08 to 2012-13. The net outstanding liability of ₹100,140 (March 31, 2015: ₹199,240) was recorded as provision against such demand notices.
- 3) In respect of ongoing tax assessments, the outcome of which is considered probable, the Company has made aggregate provision of ₹5,784,196.

## Notes to financial statements for the year ended March 31, 2016

### 27. Capital and other commitments

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	152,230,477	372,223,579
(b) Other Commitments	56,793,855	70,000,000
(c) For commitments relating to lease arrangements (refer note 25)	-	-
(d) For commitments relating to Bangalore land (refer note 36)	-	-

### 28. Corporate social responsibilities

As per section 135 of the Companies Act, 2013 and rules therein, the Company is required to spend at least 2% of average net profit of past three years towards Corporate Social Responsibility (CSR). Details of corporate social responsibilities expenditures are as follows:

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
a) Gross amount required to be spent by during the year	30,255,020	22,319,104
b) Amount spent during the year		
i) Construction/acquisition of any asset.	-	-
ii) On purpose other than (i) above	5,960,000	7,296,268

### 29. Details of dues to Micro and Small Enterprises as per MSMED Act, 2006.

The Company does not have suppliers who are registered as micro or small enterprise under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2016 and March 31, 2015. The information regarding micro or small enterprises has been determined on the basis of information available with the management, which has been relied upon by the auditors.

### 30. Employee Stock Option Plans:

- The Company has provided various equity settled share-based payment schemes to its employees. During the year ended March 31, 2014, ESOP Scheme 2008 and ESOP Scheme 2010 were in operation. During the year ended March 31, 2015, the board of directors and shareholders approved ESOP Scheme 2013 and ESOP Scheme 2014 for issue of stock options to employees of the company. During the year ended March 31, 2016 the following schemes were operational.

The details of the ESOP scheme are as follows:

Particulars	Pool	Date of grant	Date of Board/ Shareholders Approval	Number of options granted	Vesting period	Vesting Conditions
ESOP Scheme 2008	Pool 2	31-Jan-09	19-Jan-09	11,170	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
ESOP Scheme 2010	Pool 5	30-Apr-10	24-Apr-10	82,936	4 Years	25% vests every year from the grant date subject to continuance of services
		27-Jul-10	27-Jul-10	640,727	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
		31-Oct-10	20-Oct-10	155,176	4 Years	
		1-Dec-10	1-Dec-10	138,525	4 Years	
		25-Mar-11	25-Mar-11	10,311	4 Years	continuation of services

## Notes to financial statements for the year ended March 31, 2016

The details of the ESOP scheme are as follows:

Particulars	Pool	Date of grant	Date of Board/ Shareholders Approval	Number of options granted	Vesting period	Vesting Conditions
ESOP Scheme 2013	Pool 1	25-July-14	30-Sept 13	67,750	4 years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
	Pool 2	25-July-14	30-Sept 13	29,381	5 years	10%, 15%, 20%, 25% & 30% vests in each of the first 5 years from the date of the grant subject to continuance of services
		27-May-15	27-May-15	3,100	5 year	
		21-Mar-16	21-Mar-16	11,300	5 year	
	Pool 3	25-July-14	30-Sept 13	17,824	2 Years	50% & 50% vests in each of the first 2 years from the date of the grant subject to continuance of services
		21-Mar-16	21-Mar-16	24,000	2 Years	
	Pool 4	25-July-14	30-Sept 13	235,045	7 Years	5%, 7.5%, 10% , 15%, 17.5%, 20%, & 25% vests in each of the first 7 years from the date of the grant subject to continuance of services
ESOP Scheme 2014	Pool 1	20-Oct-14	24-Sept 14	89,018	7 years	5%, 7.5%, 10% , 15%, 17.5%, 20%, & 25% vests in each of the first 7 years from the date of the grant subject to continuance of services
		19-Dec- 14	24-Sept 14	31,313	7 years	
	Pool 2	20-Oct-14	24-Sept 14	18,099	5Years	10%, 15%, 20%, 25% & 30% vests in each of the first 5 years from the date of the grant subject to continuance of services
		19-Dec-14	24-Sept 14	91,682	5 Years	
		27-May-15	27-May-15	4,672	5 Years	
		27-May-15	27-May-15	1,09,888	5 Years	
	Pool 3	20-Oct-14	24-Sept 14	10,000	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services

Exercise period for all the above schemes is seven years from the date of vesting of the options.

a) The details of activity of ESOP Scheme 2010 have been summarised as below:

Particulars	Pool 5				Pool 6			
	March 31, 2016		March 31, 2015		March 31, 2016		March 31, 2015	
	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	-	-	17,934	80	5,301	67	3,33,822	67
Granted During the year	-	-	-	-	-	-	-	-
Forfeited during the year	-	-	-	-	-	80	(4,260)	80

## Notes to financial statements for the year ended March 31, 2016

### a) The details of activity of ESOP Scheme 2010 have been summarised as below:

Particulars	Pool 5				Pool 6			
	March 31, 2016		March 31, 2015		March 31, 2016		March 31, 2015	
	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)
Exercised During the year	-	-	(17,934)	80	(1,965)	67	(324,261)	67
Outstanding at the end of the year	-	-	-	-	3,336	80	5,301	67
Exercisable at the end of the year	-	-	-	-	3,336	80	5,301	67
Weighted average remaining contractual life (in years)	-	-	6	-	6	-	7	-
Weighted average fair value of options on the date of grant	37	37	37	37	44	44	44	44

### b) The details of activity under ESOP Scheme 2013 with an exercise price of ₹ 80 have been summarised below

Particulars	Pool 1		Pool 2		Pool 3		Pool 4	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Outstanding at the beginning of the year	65,750	-	29,381	-	16,724	-	2,35,045	-
Granted During the year	-	67,750	14,400	29,381	24,000	17,824	-	2,35,045
Forfeited during the year	(10,400)	(2,000)	(1,000)	-	-	(1,100)	(61,591)	-
Exercised During the year	(5,875)	-	(2,835)	-	(8,362)	-	(11,746)	-
Outstanding at the end of the year	49,475	65,750	39,946	29,381	32,362	16,724	1,61,708	2,35,045
Exercisable at the end of the year	200	-	-	-	-	-	-	-

## Notes to financial statements for the year ended March 31, 2016

### b) The details of activity under ESOP Scheme 2013 with an exercise price of ₹ 80 have been summarised below

Particulars	Pool 1		Pool 2		Pool 3		Pool 4	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Weighted average remaining contractual life (in years)	9	9	10	9	8	8	10	11
Weighted average fair value of options on the date of grant	1,552.35	1,552.35	1,274.98	1,557.14	990.38	1,541.60	1,565.72	1,565.72

### c) The details of activity under ESOP Scheme 2014 with an exercise price of ₹ 80 have been summarised below:

Particulars	Pool 1		Pool 2		Pool 3	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Outstanding at the beginning of the year	1,19,341	-	1,07,547	-	10,000	-
Granted During the year	-	1,20,331	1,14,560	1,09,781	-	10,000
Forfeited during the year	(10,139)	(990)	(24,256)	(2,234)	-	-
Exercised During the year	(4,347)	-	(6,235)	-	(1,000)	-
Outstanding at the end of the year	1,04,855	1,19,341	1,91,616	1,07,547	9,000	10,000
Exercisable at the end of the year	1,081	-	2,752	-	-	-
Weighted average remaining contractual life (in years)	11	12	10	10	9	10
Weighted average fair value of options on the date of grant	1,497.48	1,497.48	1,176.62	1,274.32	1,581.55	1,581.55

#### Notes:

Bonus shares: The exercise price for ESOP Pool 2 and Pool 3 of ESOP scheme 2008 and the weighted average fair value of options for Pool 2, and Pool 3 of ESOP Scheme 2008 are higher compared to ESOP Pool 5 and Pool 6 of ESOP Scheme 2010 as Company had issued bonus shares in the ratio of 55 shares for every 1 share held during the year ended March 31, 2011. The employees holding ESOP under Pool 2 and Pool 3 of ESOP Scheme 2010 were eligible to receive bonus shares on exercise of their options.

## Notes to financial statements for the year ended March 31, 2016

### 2 Effect of the employee share-based payment plans on the statement of profit and loss and on its financial position

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Total employee compensation cost pertaining to share based payment plans (all equity settled) for the year	205,545,461	152,531,704
Employee compensation cost transferred to Securities premium during the year	(59,688,384)	(6,055,875)
Liability for employee stock option outstanding as at year End	297,725,428	151,868,351

### 3 Impact on the reported net profit and earnings per share by applying the fair value based method

As per guidance note on 'Accounting for Employees Share Based Payments' issued by the Institute of Chartered Accountants of India, the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements on the reported net profit and earnings per share would be as follows:

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Profit as reported	1,418,015,888	1,388,901,318
Add: Employee stock compensation under intrinsic value method	205,545,461	152,531,704
Less: Employee stock compensation under fair value method	(225,320,355)	(148,214,354)
Proforma Profit	1,398,240,994	1,393,218,668
<b>Earnings Per Share</b>		
<b>Basic</b>		
- As reported	20.12	19.76
- Pro forma	19.84	19.82
<b>Diluted</b>		
- As reported	19.95	19.62
- Pro forma	19.67	19.67

### 4 Weighted average fair value of stock options granted during the year for ESOP 2013 and ESOP 2014 was calculated as follows:

The Black Scholes valuation model has been used for computing the fair value considering the following inputs:

#### ESOP Scheme 2013:

Particulars	Year ended March 31, 2016				Year ended March 31, 2015			
	Pool 1	Pool 2	Pool 3	Pool 4	Pool 1	Pool 2	Pool 3	Pool 4
Dividend yield (%)	-	0.00%	0.00%	-	0.00%	0.00%	0.00%	0.00%
Expected volatility (%)	-	67.98%	72.40%	-	53.00%	53.00%	53.00%	53.00%
Risk free interest rate (%)	-	7.62%	7.59%	-	8.67%	8.67%	8.67%	8.67%
Spot price (₹)	-	751.47	645.10	-	1,608.75	1,608.75	1,608.75	1,608.75
Exercise Price (₹)	-	80	80	-	80	80	80	80
Expected life of options granted in the year	-	4.50	2.50	-	4.02	5.02	2.02	7.02
Weighted average Fair value (₹)	-	699.27	581.00	-	1,552.35	1,557.14	1,541.60	1,565.72



## Notes to financial statements for the year ended March 31, 2016

### ESOP Scheme 2014:

Particulars	Year ended March 31, 2016			Year ended March 31, 2015		
	Pool 1	Pool 2	Pool 3	Pool 1	Pool 2	Pool 3
Dividend yield (%)	-	0.00%	-	0.00%	0.00%	0.00%
Expected volatility (%)	-	51.85%	-	48.44%	44.99%	50.00%
Risk free interest rate (%)	-	7.75%	-	8.26%	8.03%	8.36%
Spot price (₹)	-	1,139.20	-	1,543.11	1,329.29	1,639.85
Exercise Price (₹)	-	80	-	80	80	80
Expected life of options granted in the year	-	4.50	-	6.74	4.64	3.78
Weighted average Fair value (₹)	-	1,083.00	-	1,497.48	1,274.32	1,581.55

5 Weighted average share price at the date of exercise for stock options exercised during the was ₹900

### 31. Employee benefits

#### I) Defined Contribution plan

An amount pertaining to provident fund of ₹64,617,976 is recognized as an expense and included in Note no. 20. (₹46,741,377 – March 2015)

#### II) Defined Benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

The following tables summarise the components of net gratuity benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Discount Rate	7.74%	7.77%
Salary Escalation	7.00%	7.00%
Expected Return on Assets	8.35%	9.00%
Withdrawal Rate	0% to 57% depending on age and designation	0% to 57% depending on age and designation

The estimates of future salary increases, considered in actuarial valuation, take account of inflation seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Current service cost	53,695,787	21,886,646
Interest cost on benefit obligation	8,673,170	6,496,641
Expected return on plan assets	(10,097,697)	(6,363,737)
Net actuarial loss recognised in the year	(14,491,969)	20,621,191
<b>Net Benefit expense</b>	<b>37,779,292</b>	<b>42,640,741</b>
Actual Return on Plan Assets	7,201,634	5,254,670

## Notes to financial statements for the year ended March 31, 2016

### Balance Sheet

Details of Provision for Gratuity

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Defined benefit obligation	147,609,546	111,623,811
Fair value of plan assets	137,424,330	110,313,032
<b>Plan asset/ (liability)</b>	<b>(10,185,216)</b>	<b>(1,310,779)</b>

### Changes in the present value of the defined benefit obligation are as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Opening defined benefit obligation	111,623,811	68,286,290
Interest cost	8,673,170	6,496,641
Current service cost	53,695,787	21,886,646
Less: benefits paid	(8,995,191)	(4,557,890)
Actuarial losses on obligation	(17,388,032)	19,512,124
<b>Closing defined benefit obligation</b>	<b>147,609,546</b>	<b>111,623,811</b>

### Changes in the fair value of plan assets are as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Opening fair value of plan assets	110,313,032	70,708,189
Expected return	10,097,697	6,363,737
Contributions by employer	28,904,855	38,908,063
Less: benefits paid	(8,995,191)	(4,557,890)
Less: Actuarial gains/(losses)	(2,896,063)	(1,109,067)
<b>Closing fair value of plan assets</b>	<b>137,424,330</b>	<b>110,313,032</b>

The Company expects to contribute approximately an additional ₹29,506,636 (March 31, 2015: ₹22,313,213) to gratuity fund in the next year.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Investments with insurer	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the year over which the obligation is to be settled.

### Experience adjustments:

Amounts for the current period and previous four years are as follows:

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined benefit obligation	147,609,546	111,623,811	68,286,290	53,499,976	38,587,634
Plan assets	137,424,330	110,313,032	70,708,189	54,325,523	41,006,515
<b>Surplus / (deficit)</b>	<b>(10,185,216)</b>	<b>(1,310,779)</b>	<b>2,421,899</b>	<b>825,547</b>	<b>2,418,881</b>
Experience adjustment on plan liabilities	(24,267,789)	14,432,085	5,407,432	4,130,605	1,649,676
Experience adjustment on plan assets	(2,896,063)	(1,109,067)	(260,490)	150,500	291,575

## Notes to financial statements for the year ended March 31, 2016

### 32. Expenditure in foreign currency (accrual basis)

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Travelling and conveyance	819,681	1,937,005
Internet and server charges	46,169,832	29,961,494
Advertising and sales promotion	7,439,796	5,512,726
Data base and content charges	1,392,720	1,468,845
Administrative Support Charges	12,754,284	4,973,207
Professional and Legal Expenses	6,762,590	-
<b>Total</b>	<b>75,338,903</b>	<b>43,853,277</b>

### 33. Net dividend remitted in foreign exchange

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Number of non-resident shareholders	1	1
Number of equity share held on which dividend was due	526,947	776,497
Amount remitted (in USD)	15,518	24,326
<b>Amount remitted (in ₹)</b>	<b>1,052,994</b>	<b>1,552,994</b>

### 34. Unhedged Foreign Currency (FC)

Particulars	Currency	Year ended March 31, 2016		Year ended March 31, 2015	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Trade Payables	USD	248,149	16,459,701	58,886	3,685,739

### 35. Incorporation of JD International Pte Ltd

During the year in September 2015, the Company has subscribed to in 100 ordinary class of shares of JD International Pte Ltd for a consideration of SGD 100 (₹4,715), a wholly owned subsidiary.

### 36. Acquisition of Bangalore Land

During the year ended March 31, 2016, the Company executed agreement to purchase 15 acres of leasehold land of ₹375,007,500 from Karnataka Industrial Area Development Board (KIADB) to establish an IT/ITES BPO and Software development Centre at IT/ITES Park, Devanahalli Industrial Area in Bangalore.

The Company is required to comply with various conditions for the above project including time limit for beginning and completion of construction and utilisation of land. The company is in the process of preparation of project plan, submitting the documents and applying for NOC from applicable authorities. The capital commitment does not include any amount towards this project except for maintenance charges of ₹980,000.

## Notes to financial statements for the year ended March 31, 2016

### 37. Buyback of Shares

In accordance with Sec 68, 69, 70 and other applicable provisions of the Companies Act, 2013 and SEBI regulations and pursuant to the public announcement for buy back made by the Company, the Company initiated a buy back by way of tender offer through stock exchange mechanism for cash at price of ₹1,550 per equity share for an aggregate amount of upto ₹1, 645,323,450

Particulars	₹
	Year ended March 31, 2016
Date of Board Meeting approving the Buy Back	June 4, 2015
Date of Public Announcement	November 24, 2015
Record Date	December 4, 2015
Number of share bought back	1,061,499
Face value of shares purchased	10
Consideration paid towards buy back	1,645,323,450

Pursuant to buyback the company has adjusted premium on buyback of ₹1540 per share aggregating for ₹1,634,708,460 from securities premium. Further, an amount of ₹10,614,990 (equivalent to the face value of shares) has been transferred to Capital Redemption Reserve.

38. Previous year figures have been regrouped/ reclassified, whenever necessary, to conform to current year classification.

As Per Our Report Of Even Date

For **S. R. Batliboi & Associates LLP**

ICAI Firm registration number: 101049W/E300004

Chartered Accountants

Per **Govind Ahuja**

Partner

Membership No. 48966

Place : Mumbai

Date : May 20, 2016

For And On Behalf Of The Board Of Directors Of

**Just Dial Limited**

**V.S.S. Mani**

Managing Director And

Chief Executive Officer

Din: 00202052

**Ramkumar Krishnamachari**

Chief Financial Officer

**Ramani Iyer**

Whole Time Director

Din: 00033559

**Sachin Jain**

Company Secretary

## Independent Auditor's Report

To the Members of  
Just Dial Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Just Dial Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10)

of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2016, their consolidated profit, and their consolidated cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We /the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company, since none of the subsidiaries are incorporated in India, no separate report on internal financial controls over financial reporting of the Holding Company is being issued.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 26 to the consolidated financial statements;
  - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company incorporated in India.

#### Other Matter

- (a) The accompanying consolidated financial statements include total assets of Rs1,862,430 as at March 31, 2016, and total revenues and net cash outflows of ₹ Nil and ₹1,303,574 for the year ended on that date, in

respect of one subsidiary, which has been audited by another auditors, where financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of such other auditor.

- (b) The accompanying consolidated financial statements include total assets of ₹ 4,902 as at March 31, 2016, and total revenues and net cash outflows of ₹ Nil and ₹ Nil for the year ended on that date, in respect of one subsidiary, which have not been audited, where unaudited financial statements and other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**

Partner

Membership Number: 48966

Place: Mumbai

Date: May 20, 2016

## Consolidated Balance Sheet As at March 31, 2016

Particulars	Note	As at March 31, 2016	As at March 31, 2015
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	4	694,736,110	704,927,450
Reserves and surplus	5	6,021,268,126	6,028,635,518
		<b>6,716,004,236</b>	<b>6,733,562,968</b>
<b>Non-current liabilities</b>			
Other long term liabilities	6	45,615,007	39,972,416
		<b>45,615,007</b>	<b>39,972,416</b>
<b>Current liabilities</b>			
Trade payables	7	192,523,030	136,903,265
Other current liabilities	8	2,568,291,763	2,531,839,059
Short-term provisions	9	50,518,798	202,998,835
		<b>2,811,333,591</b>	<b>2,871,741,159</b>
<b>TOTAL</b>		<b>9,572,952,834</b>	<b>9,645,276,543</b>
<b>Assets</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	10	1,343,271,985	869,860,981
Intangible assets	10	44,931,647	51,639,231
		1,388,203,632	921,500,212
Deferred tax assets (net)	11	7,326,648	23,555,917
Long term loans and advances	12	627,511,118	371,156,042
		<b>2,023,041,398</b>	<b>1,316,212,171</b>
<b>Current assets</b>			
Current investments	13	7,030,611,222	7,721,723,614
Trade receivables	14	1,301,929	837,840
Cash and bank balances	15	336,609,821	422,162,581
Short term loans and advances	16	158,443,365	177,709,325
Other current assets	17	22,945,099	6,631,012
		<b>7,549,911,436</b>	<b>8,329,064,372</b>
<b>TOTAL</b>		<b>9,572,952,834</b>	<b>9,645,276,543</b>
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financials statements.

As Per Our Report Of Even Date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W/E300004  
Chartered Accountants\

For And On Behalf Of The Board Of Directors Of  
**Just Dial Limited**

Per **Govind Ahuja**  
Partner  
Membership No. 48966

**V.S.S. Mani**  
Managing Director And  
Chief Executive Officer  
Din: 00202052

**Ramani Iyer**  
Whole Time Director  
Din: 00033559

Place : Mumbai  
Date : May 20, 2016

**Ramkumar Krishnamachari**  
Chief Financial Officer

**Sachin Jain**  
Company Secretary

**Consolidated Statement of Profit and Loss** for the year ended March 31, 2016

Particulars	Note	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>Income</b>			
Revenue from operations	18	6,908,280,372	5,897,978,567
Other income	19	584,937,786	488,874,796
<b>Total revenue</b>		<b>7,493,218,158</b>	<b>6,386,853,363</b>
<b>Expenses</b>			
Employee benefits expense	20	3,774,050,654	3,087,718,442
Other expenses	21	1,428,285,626	1,153,666,563
Depreciation and amortisation expense	10	311,021,270	240,999,298
<b>Total expense</b>		<b>5,513,357,550</b>	<b>4,482,384,303</b>
<b>Profit before tax and prior period adjustments</b>		<b>1,979,860,608</b>	<b>1,904,469,060</b>
<b>Tax expense</b>			
Current tax		545,094,688	554,624,221
Deferred tax		16,229,269	(38,571,046)
<b>Total tax expense</b>		<b>561,323,957</b>	<b>516,053,175</b>
<b>Profit for the year</b>		<b>1,418,536,651</b>	<b>1,388,415,885</b>
Earnings per share			
Basic [Nominal value of shares ₹10]	23	20.13	19.75
Diluted [Nominal value of shares ₹10]	23	19.96	19.61
Summary of significant accounting policies.	3		

The accompanying notes are an integral part of the financials statements.

As Per Our Report Of Even Date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W/E300004  
Chartered Accountants\

For And On Behalf Of The Board Of Directors Of  
**Just Dial Limited**

Per **Govind Ahuja**  
Partner  
Membership No. 48966

**V.S.S. Mani**  
Managing Director And  
Chief Executive Officer  
Din: 00202052

**Ramani Iyer**  
Whole Time Director  
Din: 00033559

Place : Mumbai  
Date : May 20, 2016

**Ramkumar Krishnamachari**  
Chief Financial Officer

**Sachin Jain**  
Company Secretary



## Consolidated Cash flow statement for the year ended March 31, 2016

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>A. Cash flow from operating activities</b>		
Net profit before tax	1,979,860,608	1,905,286,294
Adjustments to reconcile profit before tax to net cash flows :		
Depreciation and amortisation expense	311,021,270	240,999,298
Employee stock compensation expense	205,545,461	152,531,704
Loss on sale of fixed assets (net)	296,790	3,321,961
Profit on sale of current investments	(332,049,109)	(162,259,271)
Profit on sale of non current investments	-	(186,398,860)
Interest Income	(161,620,105)	(132,530,652)
Dividend Income	(4,446,151)	
Creditors written back	(22,752)	(1,317,662)
<b>Operating profit before working capital changes</b>	<b>1,998,586,012</b>	<b>1,819,632,812</b>
Movements in working capital :		
(Increase) in trade receivables	(1,301,929)	-
Decrease/(Increase) in short term loans and advances	19,025,380	(40,678,914)
Decrease/(Increase) in long term loans and advances	(66,097,830)	5,174,897
Decrease in other current assets	-	309,440
Increase in trade payables	56,860,114	44,679,592
Increase in other current liabilities	37,180,367	553,138,038
Increase in other long term liabilities	5,642,590	8,692,681
Increase in short term provisions	17,223,165	13,307,875
Cash generated from operations	2,067,117,869	2,404,256,422
Direct taxes paid (net of refunds)	(571,477,967)	(559,995,289)
<b>Net cash from operating activities (A)</b>	<b>1,495,639,902</b>	<b>1,844,261,132</b>
<b>B. Cash flows from investing activities</b>		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(947,791,063)	(680,682,935)
Proceeds from sale of fixed assets	759,121	938,617
Purchase of current investments	(4,914,889,812)	(5,665,567,437)
Purchase of non current investments	-	(225,440,000)
Sale/redemption of current investments	5,942,497,533	3,041,370,517
Sale/redemption of non current investments	-	1,733,478,860
Acquisition of subsidiary company	-	(4,467,964)
Investment in bank deposit (with maturity more than three months)	(41,552,388)	(2,039,106)
Redemption/maturity of bank deposit (with maturity more than three months)	41,501,291	71,507,361
Dividend Received	4,446,151	-
Interest received	145,306,018	145,920,700
<b>Net cash from/(used in) investing activities (B)</b>	<b>230,276,851</b>	<b>(1,584,981,387)</b>

## Consolidated Cash flow statement for the year ended March 31, 2016

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>C. Cash flows from financing activities</b>		
Receipts from issuance of equity shares (including premium)	3,389,200	23,030,700
Payment for buyback of equity shares (including premium)	(1,645,323,450)	-
Dividend paid	(140,985,490)	(140,301,100)
Dividend distribution tax	(28,701,328)	(23,844,172)
<b>Net cash used in financing activities (C )</b>	<b>(1,811,621,068)</b>	<b>(141,114,572)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>(85,704,315)</b>	<b>118,165,173</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>421,561,290</b>	<b>303,396,117</b>
<b>Effects of exchange differences on cash &amp; cash equivalents held in foreign currency</b>	<b>95,557</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>335,952,532</b>	<b>421,561,290</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	1,242,561	7,908,239
Cheques in hand	4,523,877	2,389,857
With banks		
- on current account	329,356,501	408,902,697
- on unpaid dividend account*	101,932	1,608,036
- in public issue refund account**	727,661	752,461
<b>Cash and cash equivalents (Refer note 15)</b>	<b>335,952,532</b>	<b>421,561,290</b>
Summary of significant accounting policies. (Refer Note 3)		

\* The Company can utilize these balances only towards settlement of respective unpaid dividend.

\*\* The Company can utilize this balance only towards settlement of refund of IPO proceeds.

The accompanying notes are an integral part of the financials statements.

As Per Our Report Of Even Date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W/E300004  
Chartered Accountants\

For And On Behalf Of The Board Of Directors Of  
**Just Dial Limited**

Per **Govind Ahuja**  
Partner  
Membership No. 48966

**V.S.S. Mani**  
Managing Director And  
Chief Executive Officer  
Din: 00202052

**Ramani Iyer**  
Whole Time Director  
Din: 00033559

Place : Mumbai  
Date : May 20, 2016

**Ramkumar Krishnamachari**  
Chief Financial Officer

**Sachin Jain**  
Company Secretary

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 1. Corporate information

Just Dial Limited ('Parent' or 'Holding Company') was incorporated in India with limited liability by shares on December 20, 1993. The Holding Company along with the subsidiary is hereinafter collectively referred as a 'Group'.

The equity shares of the Holding Company are listed on The National Stock Exchange of India Limited, the BSE Limited and MCX Stock Exchange Limited.

The Holding Company and its subsidiaries, collectively referred to as "the Group" provides local search related services to users in India and in the United States of America (USA) through multiple platforms such as the internet, mobile internet, over the telephone (voice) and text (SMS). During the year the holding company has started providing cloud based and application software on outright sale on subscription basis.

During the year ended March 31, 2016, the Holding Company has subscribed to 100% share capital of JD International Pte Ltd, incorporated in Singapore in September 2015.

### 2. Basis of preparation

The consolidated financial statements of the group have been prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under Accounting Standard (AS) 21, 'Consolidated Financial Statements' notified under section 133 of the Companies Act, 2013, read together along with paragraph 7 of the Companies (Accounts Rule) 2014. The Consolidated financial statements of the Holding Company and its subsidiary are consolidated on a line by line basis by cumulating the individual items income and expenses after eliminating intra-group transactions.

List of subsidiary included in the 'Consolidated Financial Statements' are as follows:

Name	Country of Incorporation	As at March 31, 2016	As at March 31, 2015
		% of ownership interest	% of ownership interest
Just Dial Inc	USA	100%	100%
JD International Pte Ltd	Singapore	100%	-

The excess of cost to the Parent Company of its investments in the subsidiaries over its portion of equity in the subsidiaries, as at the date on which investment was made, is recognized as goodwill in the consolidated financial statements. The Parent Company's portion of equity in the subsidiaries is determined on the basis of the book value of assets and liabilities as per the financial statement of the subsidiary companies as on the date of investment. If the cost to the Parent Company of its investments in the subsidiaries is less than its portion of equity in the subsidiaries, as at the date on which investment was made, it is recognized as capital reserve in the 'Consolidated Financial Statements'.

The consolidated financial statements are presented to the extent possible, in the same format as that adopted by the Holding Company for its separate financial statements. The significant accounting policies adopted by the Group for the purpose of Consolidated Financial Statements are covered in the following paragraphs.

The consolidated financial statements has been prepared using uniform accounting policies for like

transactions and other events in similar circumstances to the extent possible across the group and are presented, to the extent possible, in the same manner as per the parent's separate financial statement. The financial statements of parent and subsidiary are drawn upto the parent's reporting date.

### 3. Statement of Significant Accounting Policies

#### 3.1 Use of estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities as at the date of the consolidated financial statements and the results of operations during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 3.2 Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the consolidated statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is derecognized.

### 3.3 Depreciation on tangible fixed asset.

Premium on leasehold land is amortized on a straight line basis over the period of 99 years of lease. Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.

The Group has used the following useful lives (years) to provide depreciation on its fixed assets.

Particulars	Useful lives estimated by the management (years)
Buildings	20 Years
Plant and Machinery	5 Years
Office Equipment	5 Years
Furniture and Fittings	7 Years
Motor Car	5 Years
Computers (Servers & networks)	5 Years
Computers (End user Devices)	3 Years
Headsets	3 Years

Useful lives used by the Group are different from rates prescribed under Schedule II of the Companies Act 2013. These rates are based on evaluation of useful life estimated by the management supported by internal technical evaluation.

### 3.4 Impairment

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### 3.5 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost, net of accumulated amortisation and accumulated impairment losses, if any.

#### Research and Development Cost

Research costs are expensed as incurred. Development expenditure incurred on an internally generated intangible assets are recognized as an intangible asset, when the Group can demonstrate all the following:

- (i) The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- (ii) Its intention to complete the asset;
- (iii) Its ability to use or sell the asset;
- (iv) That the asset will generate future economic benefits;
- (v) The availability of adequate resources to complete the development and to use or sell the asset; and
- (vi) The ability to measure reliably the expenditure attributable to the intangible asset during its development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any

## Consolidated Notes to financial statements for the year ended March 31, 2016

accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. The Group uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the Group amortises the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Accounting standard 5: Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is derecognised.

A summary of amortisation policies applied to the Group's intangible assets is as below:

### Goodwill

Goodwill is amortised on a straight line basis over a period of five years. Carrying value of goodwill is reviewed for impairment annually and otherwise when events or changes in circumstances indicate that the goodwill may be impaired.

### Software

Application software acquired by the Group which provide long term benefits to the Group are capitalized at cost and amortised equally over a period of 5 years being the estimated useful life.

### Website development costs

Website development costs are amortised on a straight line basis over a period of five years being the estimated useful life.

### Unique telephone numbers

Unique telephone numbers are amortised on a straight line basis over a period of five years being the estimated useful life.

### Application development

Application development cost capitalized are amortized on a straight line basis over the period of 3 years being the estimated useful life of the asset

## 3.6 Leases

Where the Group is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised as an expense in the consolidated statement of profit and loss on a straight-line basis over the lease term

## 3.7 Corporate Social Responsibility (CSR) Expenditure

CSR spend are charged to the consolidated statement of profit and loss as an expense in the period they are incurred.

## 3.8 Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties, as applicable.

Current investments are carried in the consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost unless otherwise stated. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is

## Consolidated Notes to financial statements for the year ended March 31, 2016

charged or credited to the consolidated statement of profit and loss.

### 3.9 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific criteria must be also be met before revenue is recognized.

#### 3.9.1 Income from Services

##### Sale of Search related services

Revenues from tenure based contracts are recognised pro-rata over the contract period and from lead based contracts when leads are provided to the customer.

Activation fee from customers is recognized at the time of activation of services.

##### Sale of certification related services:

Revenues from sale of review and rating certification services are recognised at the time of issuance of the certificate to the customer.

##### Software Services:

Revenue from sale of software products is recognised when risks and rewards of ownership have been transferred.

Initial set up fees representing fees for website creation are recognised in the period in which services are delivered.

##### Other Operating revenue

Other Operating revenue comprises Sale of Review and Rating Certification Services & Search Plus services.

Revenues from sale of review and rating certification services are recognised at the time of issuance of the certificate to the customer.

Transaction service fee and commission income on search plus services is recognised in the period in which services are rendered or delivered.

#### 3.9.2 Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest applicable. Interest income is included under the head "Other income" in the consolidated statement of profit & loss account.

#### 3.9.3 Dividends

Dividend income is recognised when the Group's right to receive dividend is established by the balance sheet date.

#### 3.9.4 Service charges

Revenue from service charges is recognised upon rendering of services.

### 3.10 Foreign currency transaction and balances

#### 3.10.1 Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### 3.10.2 Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### 3.10.3 Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of the Group at rates different from those, at which they were initially recorded during the year, or reported in previous consolidated financial statements, are recognised as income or as expenses in the year in which they arise.

### 3.11 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset.

Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each consolidated financial year.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.



## Consolidated Notes to financial statements for the year ended March 31, 2016

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the consolidated statement of profit and loss and are not deferred. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

### 3.12 Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of profit and loss.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

### 3.13 Employee stock compensation Cost

Employees (including senior executives) of the Holding Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Holding Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the consolidated statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

### 3.14 Segment reporting policy

The Group's Operating business are organised and managed separately according to the services provided with each segment representing a strategic business unit that offers different services and serves different markets. The analysis of the geographical segment is based on the areas in which major operating divisions of the Group operate.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 3.15 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and related attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 3.16 Provisions

A provision is recognised when the Group has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the

obligation at the balance sheet date. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates

### 3.17 Contingent liabilities.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Holding Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Holding Company does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

### 3.18 Cash and Cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

## 4. Share capital

Particulars	₹	
	As at March 31, 2016	As at March 31, 2015
<b>Authorised shares</b>		
<b>Equity share capital</b>		
100,000,000 (March 31, 2015: 100,000,000) equity shares of ₹10/- each	1,000,000,000	1,000,000,000
<b>Preference share capital</b>		
1,200,000 (March 31, 2015: 1,200,000) preference shares of ₹10/- each	12,000,000	12,000,000
	<b>1,012,000,000</b>	<b>1,012,000,000</b>
<b>Issued, subscribed and fully paid up shares</b>		
<b>Equity shares</b>		
69,473,611 (March 31, 2015: 70,492,745) equity shares of ₹ 10/- each fully paid	694,736,110	704,927,450
<b>Total issued, subscribed and paid up share capital</b>	<b>694,736,110</b>	<b>704,927,450</b>

#### a) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	₹		₹	
	As at March 31, 2016		As at March 31, 2015	
	Number	₹	Number	₹
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	70,492,745	704,927,450	70,150,550	701,505,500
Shares issued during the year - ESOP exercised	42,365	423,650	342,195	3,421,950
Shares extinguished pursuant to buy back (Refer Note 35)	(1,061,499)	(10,614,990)	-	-
<b>Shares outstanding at the end of the year</b>	<b>69,473,611</b>	<b>694,736,110</b>	<b>70,492,745</b>	<b>704,927,450</b>



## Consolidated Notes to financial statements for the year ended March 31, 2016

### 4. Share capital (contd..)

#### b) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As at (No. of shares)	
	March 31, 2016	March 31, 2015
<b>Equity Shares</b>		
Equity Shares allotted as fully paid up bonus shares	11,377,025	62,293,935

In addition the Company has issued total 952,507 shares (March 31, 2015: 922,765) during the period of five years immediately preceding the reporting date on exercise of option granted under the employee stock option plan (ESOP) wherein part consideration was received in the form of employee services.

#### c) Disclosure of Shareholders holding more than 5% of the share capital of the Company:

##### Equity share capital

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Mr. V. S. S. Mani	19,515,340	28.09	19,193,175	27.23
Nalanda India Equity Fund Limited	7,020,323	10.11	-	-
Saif II Mauritius Company Limited	5,000,188	7.20	6,061,687	8.60
Tiger Global Four JD Holdings	-	-	4,908,932	6.96
Tiger Global Five Indian Holdings	-	-	3,043,570	4.32

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

#### d) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP) of the company (Refer note 31)

#### e) Terms, Rights and restrictions attached to equity shares

##### Voting Rights

Each holder of equity shares having a par value of ₹10 per equity share is entitled to one vote per equity share.

##### Rights as to Dividend

The equity shareholders have right to receive dividend when declared by the Board of Directors subject to approval in the ensuing Annual General Meeting.

The Company proposed dividend of ₹ NIL during the year ended March 31, 2016 (₹ 2 per share in March 31, 2015).

##### Rights pertaining to repayment of capital

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be according to the shareholders rights and interests in the Company.

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 5. Reserves and surplus

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Capital reserve on consolidation</b>		
Balance as per last financial statements	815,090	-
Add: translation at closing foreign exchange rates*	394,496	815,090
<b>Closing balance</b>	<b>1,209,586</b>	<b>815,090</b>
*Arising on acquisition of Just Dial Inc, Delaware, United State of America		
<b>Capital Redemption Reserves</b>		
Balance as per last financial statements	-	-
Add: transfer from Securities premium pursuant to buy back	10,614,990	-
<b>Closing balance</b>	<b>10,614,990</b>	<b>-</b>
<b>Securities premium account</b>		
Balance as per last financial statements	2,511,449,441	2,485,784,816
Add: additions on ESOPs exercised	2,965,549	19,608,750
Add: transferred from stock options outstanding	59,688,384	6,055,875
Less: utilised for premium on buyback	(1,634,708,460)	-
<b>Closing balance</b>	<b>939,394,914</b>	<b>2,511,449,441</b>
<b>General reserve</b>		
Balance as per last financial statements	259,498,148	120,608,016
Add: amount transferred from surplus balance in the statement of profit and loss	-	138,890,132
Less: transfer to Capital Redemption Reserves pursuant to buyback	(10,614,990)	-
<b>Closing balance</b>	<b>248,883,158</b>	<b>259,498,148</b>
<b>Employees Stock options outstanding account</b>		
Balances as per the last financial Statements	151,868,351	5,392,522
Add: compensation cost for options over vesting period	272,363,624	161,124,157
Less: reversal of stock compensation cost on account of option lapse	(66,818,163)	(8,592,453)
Less: transferred to securities premium on exercise of stock options	(59,688,384)	(6,055,875)
<b>Closing balance</b>	<b>297,725,428</b>	<b>151,868,351</b>
<b>Foreign currency translation reserve</b>		
Balance as per last financial statement	68,253	-
Add: foreign exchange difference on account of translation	(101,089)	68,253
	<b>(32,836)</b>	<b>68,253</b>
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	3,104,936,235	2,031,208,334
Add: net profit for the year	1,418,536,651	1,388,415,885
Less: proposed final equity dividend	-	(140,985,490)
Less: tax on proposed final equity dividend	-	(28,701,328)
Less: transferred to general reserve	-	(138,890,132)
Less: depreciation adjustment (net of deferred tax) (refer note 10)	-	(6,111,034)
<b>Net surplus in the statement of profit and loss</b>	<b>4,523,472,886</b>	<b>3,104,936,235</b>
<b>Total Reserves and Surplus</b>	<b>6,021,268,126</b>	<b>6,028,635,518</b>

### 6 Other long term liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Provision for lease obligation</b>	<b>45,615,007</b>	<b>39,972,416</b>
<b>Total Other Long Term Liabilities</b>	<b>45,615,007</b>	<b>39,972,416</b>

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 7. Trade payables

Particulars	As at March 31, 2016	As at March 31, 2015
(a) Total outstanding dues of Micro and Small enterprises (Refer note 29 )	-	-
(b) Total outstanding dues of trade payables other than Micro and Small enterprises	192,523,030	136,903,265
<b>Total Trade Payables</b>	<b>192,523,030</b>	<b>136,903,265</b>

### 8. Other current liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
Unearned revenue	2,112,554,755	2,102,291,502
<b>Other payables</b>		
Salary and reimbursements payable	384,360,600	314,266,257
Other statutory dues (employee related liabilities)	16,576,502	44,662,157
Other payables for fixed assets	6,698,028	6,069,689
Investor Education and Protection Fund will be credited by following amounts (as and when due)		
Share application money refundable	727,661	752,461
Unclaimed dividend	101,932	1,608,036
Share issue expenses payable	-	528,031
Service tax payable	55,977	-
Tax deducted at source payable	39,986,678	55,603,389
Deposit from franchisees	146,032	146,032
Provision for lease obligation	7,083,598	5,911,505
<b>Total Other Current Liabilities</b>	<b>2,568,291,763</b>	<b>2,531,839,059</b>

### 9. Short term provisions

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for compensated absences	40,333,582	32,001,238
Provision for gratuity (Refer note 32)	10,185,216	1,310,779
Proposed equity dividend	-	140,985,490
Provision for tax on proposed equity dividend	-	28,701,328
<b>Total Short Term Provisions</b>	<b>50,518,798</b>	<b>202,998,835</b>

# Consolidated Notes to financial statements for the year ended March 31, 2016

## 10 Fixed assets

Particulars	Tangible Assets								Intangible Assets						Grand Total (A+B)	
	Leasehold Land	Leasehold Improvements	Building	Plant and Machinery	Office Equipment	Furniture and Fittings	Motor Car	Computer	Total (A)	Goodwill	Software	Website Development cost	Application Development	Unique telephone numbers		Total (B)
<b>Cost or valuation</b>																
At 1 April 2014	-	66,804,466	680,000	258,029,436	54,541,791	47,385,942	9,023,867	523,394,297	<b>959,859,798</b>	1,600,000	78,640,152	8,221,220	21,447,075	10,010,000	<b>119,918,447</b>	<b>1,079,778,245</b>
Additions	375,007,500	48,614,091	-	37,693,438	24,221,234	17,563,640	-	134,724,755	<b>637,824,658</b>	-	10,235,088	-	-	-	<b>10,235,088</b>	<b>648,059,746</b>
Disposals	-	(3,818,816)	-	(8,478,723)	(4,739,906)	(3,056,388)	-	(1,588,703)	<b>(21,682,536)</b>	-	-	-	-	-	-	<b>(21,682,536)</b>
<b>At March 31, 2015</b>	<b>375,007,500</b>	<b>111,599,741</b>	<b>680,000</b>	<b>287,244,151</b>	<b>74,023,119</b>	<b>61,893,193</b>	<b>9,023,867</b>	<b>656,530,348</b>	<b>1,576,001,920</b>	<b>1,600,000</b>	<b>88,875,240</b>	<b>8,221,220</b>	<b>21,447,075</b>	<b>10,010,000</b>	<b>130,153,535</b>	<b>1,706,155,455</b>
Additions	39,340,880	33,671,661	95,621,642	38,023,153	16,938,279	13,688,847	-	526,587,348	<b>763,871,811</b>	-	19,966,995	-	-	-	<b>19,966,995</b>	<b>783,838,806</b>
Adjustments*	-	(5,249,174)	-	-	-	5,249,174	-	-	<b>(42,299,196)</b>	-	(24,313)	-	-	-	<b>(24,313)</b>	<b>(42,323,509)</b>
Disposals	-	(23,851,966)	-	(15,635,528)	(1,514,524)	(718,396)	-	(578,782)	<b>(42,299,196)</b>	-	-	-	-	-	<b>(24,313)</b>	<b>(42,323,509)</b>
<b>At March 31, 2016</b>	<b>414,348,380</b>	<b>116,170,262</b>	<b>96,301,642</b>	<b>309,631,776</b>	<b>89,446,874</b>	<b>80,112,818</b>	<b>9,023,867</b>	<b>1,182,538,915</b>	<b>2,297,574,535</b>	<b>1,600,000</b>	<b>108,817,923</b>	<b>8,221,220</b>	<b>21,447,075</b>	<b>10,010,000</b>	<b>150,096,218</b>	<b>2,447,670,752</b>
<b>Depreciation</b>																
At 1 April 2014	-	43,112,912	583,215	132,895,042	24,798,217	32,895,858	7,908,861	257,162,519	<b>499,356,624</b>	1,600,000	27,666,371	8,221,220	7,992,848	6,983,101	<b>52,463,540</b>	<b>551,820,164</b>
Charge for the year	1,369,890	14,913,221	34,160	52,292,031	16,906,479	9,575,911	1,115,006	118,741,837	<b>214,948,535</b>	-	16,889,995	-	7,149,458	2,011,311	<b>26,050,764</b>	<b>240,999,298</b>
Disposals	-	(2,407,170)	-	(7,078,394)	(3,747,452)	(2,642,130)	-	(1,546,813)	<b>(17,421,959)</b>	-	-	-	-	-	-	<b>(17,421,959)</b>
Adjusted against surplus in the statement of profit and loss **	-	-	-	289,722	294,697	1,779	-	8,671,541	<b>9,257,739</b>	-	-	-	-	-	-	<b>9,257,739</b>
<b>At March 31, 2015</b>	<b>1,369,890</b>	<b>55,618,962</b>	<b>617,375</b>	<b>178,398,401</b>	<b>38,251,941</b>	<b>39,831,418</b>	<b>9,023,867</b>	<b>383,029,085</b>	<b>706,140,939</b>	<b>1,600,000</b>	<b>44,556,366</b>	<b>8,221,220</b>	<b>15,142,306</b>	<b>8,994,412</b>	<b>78,514,304</b>	<b>784,655,243</b>
Charge for the year	4,028,646	20,373,223	4,703,843	53,257,544	14,850,720	9,829,221	-	177,308,969	<b>284,352,165</b>	-	19,444,982	-	6,208,535	1,015,588	<b>26,669,105</b>	<b>311,021,270</b>
Adjustments*	-	(305,415)	-	-	-	305,415	-	-	-	-	-	-	-	-	-	-
Disposals	-	(18,908,207)	-	(14,873,834)	(1,405,552)	(454,080)	-	(548,881)	<b>(36,190,555)</b>	-	(18,838)	-	-	-	<b>(18,838)</b>	<b>(36,209,392)</b>
<b>At March 31, 2016</b>	<b>5,398,536</b>	<b>56,778,563</b>	<b>5,321,217</b>	<b>216,782,110</b>	<b>51,697,109</b>	<b>49,511,974</b>	<b>9,023,867</b>	<b>559,789,173</b>	<b>954,302,550</b>	<b>1,600,000</b>	<b>63,982,510</b>	<b>8,221,220</b>	<b>21,350,841</b>	<b>10,010,000</b>	<b>105,164,571</b>	<b>1,059,467,120</b>
<b>Net Block</b>																
<b>At March 31, 2015</b>	<b>373,637,610</b>	<b>55,980,778</b>	<b>62,625</b>	<b>108,845,750</b>	<b>35,771,178</b>	<b>22,061,776</b>	<b>-</b>	<b>273,501,264</b>	<b>869,860,981</b>	<b>-</b>	<b>44,318,875</b>	<b>-</b>	<b>6,304,769</b>	<b>1,015,588</b>	<b>51,639,231</b>	<b>921,500,212</b>
<b>At March 31, 2016</b>	<b>408,949,844</b>	<b>59,391,699</b>	<b>90,980,425</b>	<b>92,849,666</b>	<b>37,749,765</b>	<b>30,600,844</b>	<b>-</b>	<b>622,749,742</b>	<b>1,343,271,985</b>	<b>-</b>	<b>44,835,413</b>	<b>-</b>	<b>96,234</b>	<b>-</b>	<b>44,931,647</b>	<b>1,388,203,632</b>

\*Includes transfer of assets on closure of lease obligation

\*\* In 2014-15, pursuant to Schedule II of the Companies Act 2013, the company had recomputed depreciation based on the useful life of assets. Due to change in useful life, the depreciation charge for assets having exhausted useful life as at April 1, 2014, of ₹9,257,739 (net of deferred tax of ₹6,111,034) has been recognised in the opening balance of surplus in the statement of profit and loss account. As a result of this change in useful life of the assets, the depreciation charge for the year ended March 31, 2015 is higher by ₹33,132,751.

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 11. Deferred tax Assets (net)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Deferred tax assets</b>		
Effect of expenditure debited to statement of profit and loss in the current year but allowed for tax purposes in following years	4,239,015	10,282,588
Effect of lease accounting	18,237,933	15,595,945
Effect of employee stock expense accounting	47,222,169	21,836,515
Effect of deferred tax assets arising on acquisition of Just Dial Inc, Delaware, United States of America	-	2,374,382
Effect of deferred tax assets arising on long term capital loss	-	11,240,679
<b>Total</b>	<b>69,699,117</b>	<b>61,330,109</b>
Less: effect of deferred tax assets arising on acquisition of Just Dial Inc, Delaware, United States of America	-	(2,374,382)
Less: effect of deferred tax assets arising on long term capital loss not recognised in absence of virtual certainty	-	(11,240,679)
<b>Gross deferred tax assets</b>	<b>69,699,117</b>	<b>47,715,048</b>
<b>Deferred tax liabilities</b>		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	62,372,469	24,159,131
<b>Gross deferred tax liabilities</b>	<b>62,372,469</b>	<b>24,159,131</b>
<b>Net Deferred Tax Assets</b>	<b>7,326,648</b>	<b>23,555,917</b>

### 12. Long Term Loans and advances (unsecured, considered good)

Particulars	As at March 31, 2016	As at March 31, 2015
Capital advances	348,464,869	183,854,936
Security deposits	160,864,464	93,820,059
Prepaid expenses	12,840,751	13,787,326
<b>Other loans and advances</b>		
Advance taxes (net of provision for taxation ₹ 2,301,668,135 (March 31, 2015: ₹ 1,756,573,447))	89,943,813	64,317,609
Income tax refund receivable	15,397,221	15,376,112
<b>Total Long Term Loans and Advances</b>	<b>627,511,118</b>	<b>371,156,042</b>

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 13. Investments

Particulars	₹	
	As at March 31, 2016	As at March 31, 2015
<b>Current investments (valued at lower of cost and fair value)</b>		
Investment in tax free bonds (other than trade quoted )	2,152,656,490	225,440,000
Current Investments in mutual funds (other than trade unquoted)	4,877,954,732	7,496,283,614
	<b>7,030,611,222</b>	<b>7,721,723,614</b>

#### Investment in tax free bonds (other than trade quoted)

Name of the Body Corporates	No. of bonds		Amount (₹)	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
8.66% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹1,000 each (maturity at June 22, 2034)	100,000	100,000	114,390,000	114,390,000
8.66% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹1,000 each (maturity at June 22, 2034)	70,000	-	80,668,000	-
8.76% National Housing Bank - Tax Free Bonds of ₹5,000 each (maturity at Jan 13, 2034)	87,089	-	504,969,890	-
8.68% National Housing Bank - Tax Free Bonds of ₹5,000 each (maturity at Mar 24, 2029)	1,000	-	5,658,500	-
8.50% National Highway Authority of India - Tax Free Bonds of ₹1,000 each (maturity at Feb 05, 2029)	550,000	-	612,525,100	-
8.50% National Highway Authority of India - Tax Free Bonds of ₹1,000 each (maturity at Feb 05, 2029)	500,000	-	556,700,000	-
8.48% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹1,000 each (maturity at Jan 22, 2029)	150,000	-	166,695,000	-
8.46% Power Financial Corporation Ltd- Tax Free Bonds of ₹1,000,000 each (maturity at August 30, 2028)	100	100	111,050,000	111,050,000
<b>Aggregate value of quoted investment</b>	<b>1,458,189</b>	<b>100,100</b>	<b>2,152,656,490</b>	<b>225,440,000</b>

#### Investment in mutual funds (other than trade unquoted)

Name of Schemes	Face Value	No. of units		Amount (₹)	
		As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Birla sunlife Fixed term plan -Series KF (1099 Days) Growth Direct	10	11,172,129	11,172,129	111,721,290	111,721,290
Birla sunlife Fixed term plan -Series KI (1099 Days) Growth Direct	10	11,000,000	11,000,000	110,000,000	110,000,000
HDFC FMP 371D February 2014 (2) Series 29 - Direct - Growth	10	10,919,216	10,919,216	109,192,160	109,192,160
UTI Short term Income Fund -Institutional Option- Growth	10	7,947,451	7,947,451	111,107,759	111,107,759

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 13. Investments

#### Investment in mutual funds (other than trade unquoted)

Name of Schemes	Face Value	No. of units		Amount (₹)	
		As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan - Growth Option	10	9,141,437	9,141,437	91,414,366	91,414,366
ICICI Prudential Income - Regular Plan - Growth	10	1,699,742	3,523,392	65,000,000	130,000,000
ICICI Prudential FMP series 63 - 3 years plan M Cumulative	10	-	20,000,000	-	200,000,000
ICICI Prudential Gilt Fund Investment Regular Plan Growth	10	2,528,874	2,528,874	100,000,000	100,000,000
JP Morgan India Income Fund Series 301 - Growth	10	-	50,000,010	-	500,000,100
DWS premier bond fund - Regular Plan Growth	10	-	5,313,948	-	100,000,000
L&T FMP - VII (July 1189 D A) Direct Plan - Growth	10	5,000,000	5,000,000	50,000,000	50,000,000
Birla Sun Life Income Plus - Growth - Regular Plan	10	3,259,221	3,259,221	179,936,053	179,936,053
ICICI Prudential Short Term - Regular Plan - Growth Option	10	2,447,841	2,447,841	60,000,000	60,000,000
ICICI Prudential FMP Series 68-369 Days Plan I - Direct Plan - Cumulative	10	12,500,000	12,500,000	125,000,000	125,000,000
Kotak FMP Series 106 Direct Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
Religare Invesco FMP - Series XIX - Plan C (367 days) - Direct Plan Growth	10	15,000,000	15,000,000	150,000,000	150,000,000
ICICI Prudential FMP Series 68-369 Days Plan K - Regular Plan - Cumulative	10	21,930,025	21,930,025	219,300,250	219,300,250
Birla Sunlife Interval Income fund Annual plan Series IX- Dir Growth	10	20,000,000	20,000,000	200,000,000	200,000,000
HDFC FMP 1143D July 2013 (1) Series 27 - Regular - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
ICICI Prudential FMP Series 69 - 433 Days Plan E - Direct Plan - Cumulative	10	7,500,000	7,500,000	75,000,000	75,000,000
Kotak FMP series 111 Direct - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
Kotak FMP series 112 Direct - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
L&T FMP Series 8 - Plan G - Direct Growth	10	9,026,330	9,026,330	90,263,298	90,263,298
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular Plan - Growth	10	7,257,842	7,257,842	200,000,000	199,782,265
IDFC Banking Debt Fund - Regular Plan- Growth	10	18,249,341	18,249,341	200,000,000	200,000,000
Axis Banking Debt Fund - Direct Plan - Growth	1,000	170,706	170,706	200,000,000	200,000,000
HDFC Short Term Opportunities Fund - Growth	10	14,123,197	14,123,197	200,000,000	200,000,000

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 13. Investments (Contd)

#### Investment in mutual funds (other than trade unquoted)

Name of Schemes	Face Value	No. of units		Amount (₹)	
		As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
UTI Fixed Term Income Fund Series XIX-VIII (368 days) - Direct Growth Plan	10	10,000,000	10,000,000	100,000,000	100,000,000
Reliance Fixed Horizon Fund - XXVI - Series 9 - Direct Plan Growth Plan (XI-AG)	10	11,500,000	11,500,000	115,000,000	115,000,000
Birla Sun Life Short Term Fund -Growth-Regular Plan	10	4,126,698	4,126,698	200,000,000	200,000,000
Kotak FMP Series 157 (370 Days) - Direct Growth (Refer note c)	10	15,000,000	15,000,000	150,000,000	150,000,000
Kotak FMP Series 160 - Direct - Growth	10	10,000,000	10,000,000	100,000,000	100,000,000
Birla Sunlife Cash Plus - Growth - Regular Plan	100	-	1,013,473	-	226,771,635
Reliance Yearly Interval Fund - Series 9-Direct Plan Growth Plan	10	10,775,000	12,886,005	117,064,985	140,000,000
Kotak FMP Series 163 (1100 Days) - Direct Growth (Refer note c)	10	14,000,000	14,000,000	140,000,000	140,000,000
SBI Debt Fund Series - A 26 - 682 Days - Direct - Growth	10	15,000,000	15,000,000	150,000,000	150,000,000
HDFC Banking and PSU Debt Fund - Regular Plan - Growth Option	10	-	26,491,308	-	291,560,686
HDFC Gilt Fund Long term Growth	10	7,056,167	7,056,167	200,000,000	200,000,000
HDFC Cash Management Fund - Savings Plan - Growth	1,000	-	34,338,655	-	1,000,000,000
Reliance Money Manager Fund- Direct Growth Plan	1,000	-	259,880	-	500,233,752
Birla Sun Life Floating Rate Short Term Plan- Growth Regular plan	100	-	1,450,235	-	270,000,000
Reliance Arbitrage Advantage Fund - Growth Plan - Growth Option	10	6,693,261	-	100,000,000	-
HDFC Liquid Fund-Growth	1,000	67,203	-	200,000,000	-
Reliance Medium Term Fund - Growth Plan - Growth Option	10	1,934,166	-	57,954,571	-
Reliance Fixed Horizon Plan- XXX - Series 13 Growth Plan	10	20,000,000	-	200,000,000	-
<b>Total</b>		<b>357,025,845</b>	<b>471,133,380</b>	<b>4,877,954,732</b>	<b>7,496,283,614</b>

Note:

- Aggregate market value of investment in unquoted mutual funds units held by the Company based on NAV declared on the balance sheet date by the mutual fund is ₹ 5,773,222,760 (March 31, 2015: ₹ 8,209,174,165)
- Aggregate market value of investment in quoted bonds held by the Company based on NAV declared on the balance sheet date is ₹ 2,203,646,260 (March 31, 2015: ₹ 226,500,000)
- The investment in Kotak FMP Series 157 (370 Days) - Direct Growth and Kotak FMP Series 163 (1100 Days) - Direct Growth is subject to lien against overdraft facility of ₹ 250,000,000 availed by the Company from HDFC Bank utilization till March 31, 2016: ₹ Nil (March 31, 2015: ₹ Nil)



## Consolidated Notes to financial statements for the year ended March 31, 2016

### 14. Trade receivables (unsecured, considered good)

Particulars	As at March 31, 2016	As at March 31, 2015
Outstanding for a period exceeding six months from the date they are due for payment	-	837,840
Other receivables	1,301,929	-
<b>Total Trade Receivables</b>	<b>1,301,929</b>	<b>837,840</b>

### 15. Cash and bank balances

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Cash and cash equivalents</b>		
<b>Balance with Bank</b>		
- on current accounts	329,361,402	410,501,016
- on unpaid dividend accounts*	101,932	1,608,036
- in public issue refund account**	727,661	752,461
Cheques/drafts on hand	4,523,877	2,389,857
Cash on hand	1,242,561	6,309,920
<b>Total Cash and cash equivalents</b>	<b>335,957,433</b>	<b>421,561,290</b>
<b>Other bank balances</b>		
Bank deposits with remaining maturity of less than 12 months	652,388	601,291
<b>Total Cash and Bank Balances</b>	<b>336,609,821</b>	<b>422,162,581</b>

\* The Company can utilize these balances only towards settlement of respective unpaid dividend.

\*\* The Company can utilize this balance only towards settlement of refund of IPO proceeds.

### 16. Short Term Loans and advances (unsecured, considered good)

Particulars	As at March 31, 2016	As at March 31, 2015
Advances recoverable in cash or kind or for value to be received	8,160,715	11,170,175
Security deposits	9,631,594	32,838,605
Security deposits to related parties	-	1,850,000
<b>Other loans and advances</b>		
Service tax input credit	25,493,971	18,132,403
Prepaid expenses	72,064,456	67,501,522
Advance to vendors	43,092,629	46,216,620
<b>Total Short Term Loans and Advances</b>	<b>158,443,365</b>	<b>177,709,325</b>

### Loans and advances due by directors, relatives of directors and related parties:

Advances recoverable in cash or kind or for value to be received include:

Advances given to Key Management Personnel	-	700,000
Security deposits include:		
From Key Management Personnel	-	925,000
From Relatives of Key Management Personnel	-	925,000

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 17. Other current assets (unsecured, considered good)

Particulars	₹	
	As at March 31, 2016	As at March 31, 2015
Interest accrued but not due on fixed deposit	32,711	33,809
Interest accrued but not due on tax free bonds	22,912,388	6,597,203
<b>Total Other Current Assets</b>	<b>22,945,099</b>	<b>6,631,012</b>

### 18. Revenue from operations

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Sale of search related services	6,746,237,561	5,871,774,260
Sale of software services	36,580,000	-
Other operating revenue	125,462,811	26,204,307
<b>Total Revenue</b>	<b>6,908,280,372</b>	<b>5,897,978,567</b>

### 19. Other income

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Interest income on		
Bank deposits	242,177	2,521,820
Current investments (tax free bonds)	161,377,928	130,008,832
Dividend income on current investment	4,446,151	-
Profit on sale of		
Current investments (net)*	332,049,109	162,259,271
Non current investments (tax free bonds)	-	186,398,860
Other non-operating income		
Service charges	22,453	1,295,554
Prior Period Excess Provision Reversal	35,025,339	-
Miscellaneous income	51,774,629	6,390,459
<b>Total Other income</b>	<b>584,937,786</b>	<b>488,874,796</b>

\* Net of mark to market losses of ₹217,735 (March 31, 2015: ₹3,839,349)

### 20. Employee benefits expense

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Salaries, wages and bonus	3,367,393,323	2,750,187,933
Contribution to provident fund and other funds	98,180,522	80,291,033
Employee stock option plan (ESOP) (Refer note 31)	205,545,461	152,531,704
Gratuity expenses (Refer note 32)	37,779,292	42,640,741
Staff welfare expenses	65,152,056	62,067,031
<b>Total Employee Benefits Expense</b>	<b>3,774,050,654</b>	<b>3,087,718,442</b>

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 21. Other expenses

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Collection charges	25,843,077	23,613,690
Transportation expenses	754,765	1,846,597
Power and fuel	106,365,795	100,391,183
Rent	224,822,266	226,330,341
Rates and taxes	5,642,375	4,226,947
Insurance	929,236	982,843
Repairs and maintenance		
- Plant and machinery	26,581,010	19,466,810
- Building	857,232	-
- Others	93,272,213	53,751,827
Advertising and sales promotion	252,764,525	166,843,858
Brokerage & commission	1,650,413	3,101,954
Travelling and conveyance	22,477,861	17,827,536
Communication costs	226,944,730	208,773,810
Internet and server charges	211,256,640	130,105,360
Printing and stationery	27,252,908	13,448,903
Legal and professional fees	59,899,195	15,523,436
Directors sitting fees	600,000	730,000
Registration & membership fees	3,262,613	2,057,629
Payment to auditor (Refer note 22)	7,831,564	4,621,841
Recruitment expenses	10,915,620	5,916,818
Data base and content charges	27,795,201	108,931,518
Sundry balance written off	26,669,571	911,457
Office expenses	29,121,469	22,980,753
Exchange difference (net)	554,225	135,273
Hire charges	3,805,071	3,610,237
Corporate social responsibilities expenditure (Refer Note 28)	5,960,000	7,296,268
Donation	1,911,000	1,113,000
Loss on discarding/sale of assets (net)	296,790	3,321,961
Miscellaneous expenses	22,248,261	5,804,713
<b>Total Other Expenses</b>	<b>1,428,285,626</b>	<b>1,153,666,563</b>

### 22. Payment to auditor

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
<b>As auditor:</b>		
Audit fee	4,918,263	1,900,000
Limited review fee	1,350,000	1,350,000
Tax audit fee	450,000	400,000
<b>In other capacity:</b>		
Other Services (certification fees)	1,000,000	100,000
Re-imbursement of expenses	113,301	95,247
<b>Total Payment to Auditor</b>	<b>7,831,564</b>	<b>3,845,247</b>

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 23. Earnings per share (EPS)

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
<b>Basic</b>		
Net Profit as per statement of profit and loss	1,418,536,651	1,388,415,885
Weighted average number of equity shares in calculating basic EPS	70,480,944	70,284,610
<b>Earning per share</b>	20.13	19.75
<b>Diluted</b>		
Net Profit as per statement of profit and loss	1,418,536,651	1,388,415,885
Weighted average number of equity shares in calculating basic EPS	70,480,944	70,284,610
Equity shares arising on grant of stock options under ESOP	589,563	513,828
<b>Total no of shares outstanding (weighted average) (including dilution)</b>	<b>71,070,506</b>	<b>70,798,438</b>
<b>Earning per share</b>	<b>19.96</b>	<b>19.61</b>

### 24. Related Parties

#### 24.1 Names of related parties and related party relationship

##### Related parties under AS 18 with whom transactions have taken place during the year

<b>Key Management Personnel</b>	Mr. V. S. S. Mani – Managing Director and Chief Executive Officer Mr. V. Krishnan – Whole time Director Mr. Ramani Iyer – Whole time Director Mrs. Anita Mani – Director
<b>Enterprises owned or significantly influenced by Key Management Personnel or their relatives</b>	Just Dial Global Private Limited
<b>Additional related parties as per Companies Act 2013 with whom transactions have taken place during the year</b>	
<b>Key Management Personnel</b>	Mr. Ramkumar Krishnamachari- Chief Financial Officer Mr. Sachin Jain – Company Secretary

#### 24.2 Transactions with related parties.

Sl. No	Particulars	₹	
		Year ended March 31, 2016	Year ended March 31, 2015
<b>1</b>	<b>Key Management Personnel</b>		
<b>A</b>	<b>Remuneration Payable</b>		
	Mr. V. S. S. Mani (including rent free accommodation)	17,579,805	16,988,096
	Mr. V. Krishnan (including rent free accommodation)	16,000,000	15,331,263
	Mr. Ramani Iyer	15,882,111	10,996,160
	Mr. Ramkumar Krishnamachari (including ESOP expense)	17,848,987	16,199,644
	Mr. Sachin Jain (including ESOP expense)	5,956,441	4,574,616
		<b>73,267,344</b>	<b>64,089,779</b>
<b>B</b>	<b>Lease Rent</b>		
	Mr. V. S. S. Mani	52,918	3,068,588
	Mrs. Anita Mani	52,918	3,068,588
<b>C</b>	<b>Purchase of Property</b>		
	Mr. V. S. S. Mani	45,000,000	-
	Mrs. Anita Mani	45,000,000	-
<b>D</b>	<b>Refund of Security Deposits</b>		
	Mr. V. S. S. Mani	925,000	-
	Mrs. Anita Mani	925,000	-

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 24.2 Transactions with related parties.

Sl. No	Particulars	₹	
		Year ended March 31, 2016	Year ended March 31, 2015
<b>E</b>	<b>Buyback of Shares</b>		
	Mr. V. S. S. Mani	400,940,050	-
	Mr. Ramani Iyer	24,612,450	-
	Mr. V. Krishnan	23,468,550	-
	Mrs. Anita Mani	12,747,200	-
	Mr. Ramkumar Krishnamachari	578,150	-
	Mr. Sachin Jain	148,800	-
<b>F</b>	<b>Advance given</b>		
	Mr. Ramkumar Krishnamachari	-	700,000
<b>G</b>	<b>Advance recovered</b>		
	Mr. Ramkumar Krishnamachari	700,000	-
<b>H</b>	<b>Dividend Paid</b>		
	Mr. V. S. S. Mani	39,548,022	39,548,022
	Mr. Ramani Iyer	2,422,222	2,830,222
	Mr. V. Krishnan	2,70,2600	2,830,730
	Mrs. Anita Mani	1,257,424	1,089,424
	Mr. Ramkumar Krishnamachari	55,052	93,912
	Mr. Sachin Jain	8,050	4,850
<b>2</b>	<b>Enterprises owned or significantly influenced by Key Management Personnel</b>		
<b>A</b>	<b>Service charges (other income)</b>		
	Just Dial Global Private Limited	-	971,000

### Balance outstanding at the year end

Sl. No	Particulars	₹	
		Year ended March 31, 2016	Year ended March 31, 2015
<b>1</b>	<b>Key Management Personnel</b>		
<b>A</b>	<b>Remuneration</b>		
	Mr. V.S.S. Mani	1,758,771	2,029,020
	Mr. V. Krishnan	726,308	1,278,564
	Mr., Ramani Iyer	1,998,498	2,495,851
	Mr. Ramkumar Krishnamachari	879,892	853,520
	Mr. Sachin Jain	228,563	231,887
		<b>5,592,032</b>	<b>6,888,843</b>
<b>B</b>	<b>Advances given</b>		
	Mr. Ramkumar Krishnamachari	-	700,000
<b>C</b>	<b>Lease Rent Payable</b>		
	Mr. V. S. S. Mani	47,626	-
	Mrs. Anita Mani	47,626	-
<b>D</b>	<b>Security Deposit given</b>		
	Mr. V. S. S. Mani	-	9,25,000
	Mrs. Anita Mani	-	9,25,000

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 25. Leases

#### Operating lease : Company as lessee

Office premises are obtained on operating lease. The lease rent is payable as per the terms of the lease agreements. The lease terms are different for each of the leases and the maximum lease term ranging from 1 year to 9 years. Some of the leases are renewable for further 5 years at the option of the Group. There are escalation clauses in the lease agreement for which rent is provided on straight lining basis. There is a lock in period of minimum 3 years in some lease agreements. There are no subleases. There is no restrictions place upon the companies by entering into these leases. The Group also has a leasehold land with a lease term of 99 years with no escalation clause.

Details of lease payments during the year ended and future commitments on operating leases are as follows.

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Lease payments for the year	224,682,439	228,502,157
Minimum Lease Payments:		
Within one year	228,480,481	190,258,088
After one year but not more than five years	650,313,195	540,383,037
More than five years	108,453,700	63,996,059

### 26. Pending Litigations

#### A) Contingent Liabilities not provided for

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Claims against the Holding Company not acknowledged as debts (Refer note 1)	10,880,493	10,732,543
Income Tax Demands(Refer note 2):		
Income tax in respect of Assessment years 2005-06,2006-07, 2007-08, 2008-09 and 2009-10 in respect of which the Holding Company has preferred an appeal.	2,298,831	2,934,950

#### Notes :

- 1) There are certain cases against the Holding Company in the consumer court. Since the Holding Company is confident of defending the same, the management believes that the ultimate outcome of these cases will not have a material/ adverse impact on the Holding Company's financial position and results of operations.
- 2) The Holding Company is contesting the income tax demands and the management; believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Holding Company's financial position and results of operations.

#### B) Provision for other statutory liability

- 1) At March 2015, the Holding Company had a provision of ESIC liability of ₹ 30,251,804 (pertaining to period April 2007 to September 2010) based on estimates and as per the provisions of the ESIC Act. Pursuant to the legal opinion obtained during the year, the liability is time barred as per ESIC provision. Therefore the liability of ₹ 28,188,364 has been written back and based on the opinion a provision of ₹ 2,063,440 has been retained. This provision will be adjusted/settled on completion of the assessment.
- 2) The Holding Company has received various demand intimations under section 154 of the Income Tax Act, 1961, pertaining to financial year 2007-08 to 2012-13. The net outstanding liability of ₹ 100,140 (March 31, 2015: ₹ 199,240) was recorded as provision against such demand notices.
- 3) In respect of ongoing tax assessments, the outcome of which is considered probable, the company has made aggregate provision of ₹5,784,196.

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 27. Capital and other commitments

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	152,230,477	372,223,579
(b) Other Commitments	56,793,855	70,000,000
(c) For commitments relating to lease arrangements (refer note 25)	-	-
(d) For commitments relating to Bangalore land (refer note 36)	-	-

### 28. Corporate social responsibilities

As per section 135 of the Companies Act, 2013 and rules therein, the Holding Company is required to spend at least 2% of average net profit of past three years towards Corporate Social Responsibility (CSR). Details of corporate social responsibilities expenditures are as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
a) Gross amount required to be spent by during the year	30,255,020	22,319,104
b) Amount spent during the year		
i) Construction/acquisition of any asset.	-	-
ii) On purpose other than (i) above	5,960,000	7,296,268

### 29. Details of dues to Micro and Small Enterprises as per MSMED Act, 2006.

The Group does not have suppliers who are registered as micro or small enterprise under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2016 and March 31, 2015. The information regarding micro or small enterprises has been determined on the basis of information available with the management, which has been relied upon by the auditors.

### 30 Segment disclosure

#### Geographical segment

The Group is primarily engaged in business of providing "Search and related services". During the quarter ended March 31, 2016, the Group has started providing software related services, which is not a reportable segment as per Accounting Standard 17. Accordingly, search related services are considered as single reportable segment. The Group reports geographical segment which is based on the areas in which major operating divisions of the Group operate.

The following tables show the distribution of Group's consolidated sales revenue by Geographical Segment and the carrying amount of consolidated segment assets and addition to consolidated segment assets by geographical segments in which assets are utilized:

#### Segment revenue

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
India	6,908,280,372	5,897,978,567
Outside India	-	-
<b>Total</b>	<b>6,908,280,372</b>	<b>5,897,978,567</b>

## Consolidated Notes to financial statements for the year ended March 31, 2016

The following tables show the carrying amount of segment assets and addition to segment assets by geographical segments in which assets are utilized

### Segment assets

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
India	9,458,755,535	9,641,136,036
Outside India	1,529,431	4,140,507
<b>Total</b>	<b>9,46,02,84,966</b>	<b>9,645,276,543</b>

### Segment liabilities

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
India	2,854,311,953	2,909,945,010
Outside India	2,636,645	1,768,563
<b>Total</b>	<b>2,856,948,598</b>	<b>2,911,713,573</b>

### Additions to fixed assets and intangible assets

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
India	783,838,806	648,059,746
Outside India	-	-
<b>Total</b>	<b>783,838,806</b>	<b>648,059,746</b>

### Depreciation and amortization

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
India	311,021,270	240,999,298
Outside India	-	-
<b>Total</b>	<b>31,10,21,270</b>	<b>240,999,298</b>

### Non cash expenses

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
India	205,545,461	152,531,704
Outside India	-	-
<b>Total</b>	<b>205,545,461</b>	<b>152,531,704</b>



## Consolidated Notes to financial statements for the year ended March 31, 2016

### 31. Employee Stock Option Plans:

1. The Holding Company has provided various equity settled share-based payment schemes to its employees. During the year ended March 31, 2014, ESOP Scheme 2008 and ESOP Scheme 2010 were in operation. During the year ended March 31, 2015, the board of directors and shareholders approved ESOP Scheme 2013 and ESOP Scheme 2014 for issue of stock options to employees of the Holding Company. During the year ended March 31, 2016 the following schemes were operational.

The details of the ESOP scheme are as follows:

Particulars	Pool	Date of grant	Date of Board/ Shareholders Approval	Number of options granted	Vesting period	Vesting Conditions
ESOP Scheme 2008	Pool 2	31-Jan-09	19-Jan-09	11,170	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
ESOP Scheme 2010	Pool 5	30-Apr-10	24-Apr-10	82,936	4 Years	25% vests every year from the grant date subject to continuance of services
		27-Jul-10	27-Jul-10	640,727	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
		31-Oct-10	20-Oct-10	155,176	4 Years	
		1-Dec-10	1-Dec-10	138,525	4 Years	
		25-Mar-11	25-Mar-11	10,311	4 Years	
ESOP Scheme 2013	Pool 1	25-July-14	30-Sept 13	67,750	4 years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
	Pool 2	25-July-14	30-Sept 13	29,381	5 years	10%, 15%, 20%, 25% & 30% vests in each of the first 5 years from the date of the grant subject to continuance of services
		27-May-15	27-May-15	3,100	5 year	
		21-Mar-16	21-Mar-16	11,300	5 year	
	Pool 3	25-July-14	30-Sept 13	17,824	2 Years	50% & 50% vests in each of the first 2 years from the date of the grant subject to continuance of services
		21-Mar-16	21-Mar-16	24,000	2 Years	
	Pool 4	25-July-14	30-Sept 13	235,045	7 Years	5%, 7.5%, 10%, 15%, 17.5%, 20%, & 25% vests in each of the first 7 years from the date of the grant subject to continuance of services
ESOP Scheme 2014	Pool 1	20-Oct-14	24-Sept 14	89,018	7 years	5%, 7.5%, 10%, 15%, 17.5%, 20%, & 25% vests in each of the first 7 years from the date of the grant subject to continuance of services
		19-Dec- 14	24-Sept 14	31,313	7 years	
	Pool 2	20-Oct-14	24-Sept 14	18,099	5Years	10%, 15%, 20%, 25% & 30% vests in each of the first 5 years from the date of the grant subject to continuance of services
		19-Dec-14	24-Sept 14	91,682	5 Years	
		27-May-15	27-May-15	4,672	5 Years	
		27-May-15	27-May-15	1,09,888	5 Years	
	Pool 3	20-Oct-14	24-Sept 14	10,000	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services

## Consolidated Notes to financial statements for the year ended March 31, 2016

Exercise period for all the above schemes is seven years from the date of vesting of the options.

a) The details of activity of ESOP Scheme 2010 have been summarised as below:

Particulars	Pool 5				Pool 6			
	March 31, 2016		March 31, 2015		March 31, 2016		March 31, 2015	
	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)	No. of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	-	-	17,934	80	5,301	67	3,33,822	67
Granted During the year	-	-	-	-	-	-	-	-
Forfeited during the year	-	-	-	-	-	80	(4,260)	80
Exercised During the year	-	-	(17,934)	80	(1,965)	67	(324,261)	67
Outstanding at the end of the year	-	-	-	-	3,336	80	5,301	67
Exercisable at the end of the year	-	-	-	-	3,336	80	5,301	67
Weighted average remaining contractual life (in years)	-	-	6	-	6	-	7	-
Weighted average fair value of options on the date of grant	37	37	37	37	44	44	44	44

b) The details of activity under ESOP Scheme 2013 with an exercise price of ₹80 have been summarised below

Particulars	Pool 1		Pool 2		Pool 3		Pool 4	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Outstanding at the beginning of the year	65,750	-	29,381	-	16,724	-	2,35,045	-
Granted During the year	-	67,750	14,400	29,381	24,000	17,824	-	2,35,045
Forfeited during the year	(10,400)	(2,000)	(1,000)	-	-	(1,100)	(61,591)	-

## Consolidated Notes to financial statements for the year ended March 31, 2016

### b) The details of activity under ESOP Scheme 2013 with an exercise price of ₹80 have been summarised below

Particulars	Pool 1		Pool 2		Pool 3		Pool 4	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Exercised During the year	(5,875)	-	(2,835)	-	(8,362)	-	(11,746)	-
Outstanding at the end of the year	49,475	65,750	39,946	29,381	32,362	16,724	1,61,708	2,35,045
Exercisable at the end of the year	200	-	-	-	-	-	-	-
Weighted average remaining contractual life (in years)	9	9	10	9	8	8	10	11
Weighted average fair value of options on the date of grant	1,552.35	1,552.35	1,274.98	1,557.14	990.38	1,541.60	1,565.72	1,565.72

### c) The details of activity under ESOP Scheme 2014 with an exercise price of ₹ 80 have been summarised below:

Particulars	Pool 1		Pool 2		Pool 3	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Outstanding at the beginning of the year	1,19,341	-	1,07,547	-	10,000	-
Granted During the year	-	1,20,331	1,14,560	1,09,781	-	10,000
Forfeited during the year	(10,139)	(990)	(24,256)	(2,234)	-	-
Exercised During the year	(4,347)	-	(6,235)	-	(1,000)	-
Outstanding at the end of the year	1,04,855	1,19,341	1,91,616	1,07,547	9,000	10,000
Exercisable at the end of the year	1,081	-	2,752	-	-	-
Weighted average remaining contractual life (in years)	11	12	10	10	9	10
Weighted average fair value of options on the date of grant	1,497.48	1,497.48	1,176.62	1,274.32	1,581.55	1,581.55

#### Notes:

Bonus shares: The exercise price for ESOP Pool 2 and Pool 3 of ESOP scheme 2008 and the weighted average fair value of options for Pool 2, and Pool 3 of ESOP Scheme 2008 are higher compared to ESOP Pool 5 and Pool 6 of ESOP Scheme 2010 as Holding Company had issued bonus shares in the ratio of 55 shares for every 1 share held during the year ended March 31, 2011. The employees holding ESOP under Pool 2 and Pool 3 of ESOP Scheme 2010 were eligible to receive bonus shares on exercise of their options.

## Consolidated Notes to financial statements for the year ended March 31, 2016

### 2 Effect of the employee share-based payment plans on the consolidated statement of profit and loss and on its financial position:

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Total employee compensation cost pertaining to share based payment plans (all equity settled) for the year	205,545,461	152,531,704
Employee compensation cost transferred to Securities premium during the year	(59,688,384)	(6,055,875)
Liability for employee stock option outstanding as at year End	297,725,428	151,868,351

### 3 Impact on the reported net profit and earnings per share by applying the fair value based method

As per guidance note on 'Accounting for Employees Share Based Payments' issued by the Institute of Chartered Accountants of India, the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements on the reported net profit and earnings per share would be as follows:

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Profit as reported	1,418,536,651	1,388,415,885
Add: Employee stock compensation under intrinsic value method	205,545,461	152,531,704
Less: Employee stock compensation under fair value method	(225,320,355)	(148,214,354)
Proforma Profit	1,398,761,757	1,392,773,235
<b>Earnings Per Share</b>		
<b>Basic</b>		
- As reported	20.13	19.75
- Pro forma	19.85	19.82
<b>Diluted</b>		
- As reported	19.96	19.61
- Pro forma	19.68	19.67

### 4 Weighted average Fair value of stock options granted during the year for ESOP 2013 and ESOP 2014 was calculated as follows:

The Black Scholes valuation model has been used for computing the fair value considering the following inputs:

#### ESOP Scheme 2013:

Particulars	Year ended March 31, 2016				Year ended March 31, 2015			
	Pool 1	Pool 2	Pool 3	Pool 4	Pool 1	Pool 2	Pool 3	Pool 4
Dividend yield (%)	-	0.00%	0.00%	-	0.00%	0.00%	0.00%	0.00%
Expected volatility (%)	-	67.98%	72.40%	-	53.00%	53.00%	53.00%	53.00%
Risk free interest rate (%)	-	7.62%	7.59%	-	8.67%	8.67%	8.67%	8.67%
Spot price (₹)	-	751.47	645.10	-	1,608.75	1,608.75	1,608.75	1,608.75
Exercise Price (₹)	-	80	80	-	80	80	80	80
Expected life of options granted in the year	-	4.50	2.50	-	4.02	5.02	2.02	7.02
Weighted average Fair value (₹)	-	699.27	581.00	-	1,552.35	1,557.14	1,541.60	1,565.72

## Consolidated Notes to financial statements for the year ended March 31, 2016

### ESOP Scheme 2014:

Particulars	Year ended March 31, 2016			Year ended March 31, 2015		
	Pool 1	Pool 2	Pool 3	Pool 1	Pool 2	Pool 3
Dividend yield (%)	-	0.00%	-	0.00%	0.00%	0.00%
Expected volatility (%)	-	51.85%	-	48.44%	44.99%	50.00%
Risk free interest rate (%)	-	7.75%	-	8.26%	8.03%	8.36%
Spot price (₹)	-	1,139.20	-	1,543.11	1,329.29	1,639.85
Exercise Price (₹)	-	80	-	80	80	80
Expected life of options granted in the year	-	4.50	-	6.74	4.64	3.78
Weighted average Fair value (₹)	-	1,083.00	-	1,497.48	1,274.32	1,581.55

5 Weighted average share price at the date of exercise for stock options exercised during the was ₹900

### 31 Employee benefits

#### I) Defined Contribution plan

An amount pertaining to provident fund of ₹64,617,976 is recognized as an expense and included in Note no. 20. (₹46,741,377 – March 2015)

#### II) Defined Benefit plan

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The scheme is funded with an insurance Group in the form of a qualifying insurance policy.

The following tables summarise the components of net gratuity benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

The principal assumptions used in determining gratuity for the Group's plans are shown below

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Discount Rate	7.74%	7.77%
Salary Escalation	7.00%	7.00%
Expected Return on Assets	8.35%	9.00%
Withdrawal Rate	0% to 57% depending on age and designation	0% to 57% depending on age and designation

Net employees benefit expense (recognised in Employee Cost)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Current service cost	53,695,787	21,886,646
Interest cost on benefit obligation	8,673,170	6,496,641
Expected return on plan assets	(10,097,697)	(6,363,737)
Net actuarial loss recognised in the year	(14,491,969)	20,621,191
<b>Net Benefit expense</b>	<b>37,779,292</b>	<b>42,640,741</b>
Actual Return on Plan Assets	7,201,634	5,254,670

## Consolidated Notes to financial statements for the year ended March 31, 2016

### Balance Sheet

Details of Provision for Gratuity

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Defined benefit obligation	147,609,546	111,623,811
Fair value of plan assets	137,424,330	110,313,032
<b>Plan asset/ (liability)</b>	<b>(10,185,216)</b>	<b>(1,310,779)</b>

Changes in the present value of the defined benefit obligation are as follows:

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Opening defined benefit obligation	111,623,811	68,286,290
Interest cost	8,673,170	6,496,641
Current service cost	53,695,787	21,886,646
Less: benefits paid	(8,995,191)	(4,557,890)
Actuarial losses on obligation	(17,388,032)	19,512,124
<b>Closing defined benefit obligation</b>	<b>147,609,546</b>	<b>111,623,811</b>

Changes in the fair value of plan assets are as follows:

Particulars	₹	
	Year ended March 31, 2016	Year ended March 31, 2015
Opening fair value of plan assets	110,313,032	70,708,189
Expected return	10,097,697	6,363,737
Contributions by employer	28,904,855	38,908,063
Less: benefits paid	(8,995,191)	(4,557,890)
Less: Actuarial gains/(losses)	(2,896,063)	(1,109,067)
<b>Closing fair value of plan assets</b>	<b>137,424,330</b>	<b>110,313,032</b>

The Group expects to contribute approximately an additional ₹29,506,636 (March 31, 2015: ₹22,313,213) to gratuity fund in the next year.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	%	
	Year ended March 31, 2016	Year ended March 31, 2015
Investments with insurer	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the year over which the obligation is to be settled.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation seniority, promotion and other relevant factors, such as supply and demand in the employment market.

## Consolidated Notes to financial statements for the year ended March 31, 2016

### Experience adjustments:

Amounts for the current period and previous four years are as follows:

Particulars	₹				
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined benefit obligation	147,609,546	111,623,811	68,286,290	53,499,976	38,587,634
Plan assets	137,424,330	110,313,032	70,708,189	54,325,523	41,006,515
<b>Surplus / (deficit)</b>	<b>(10,185,216)</b>	<b>(1,310,779)</b>	<b>2,421,899</b>	<b>825,547</b>	<b>2,418,881</b>
Experience adjustment on plan liabilities	(24,267,789)	14,432,085	5,407,432	4,130,605	1,649,676
Experience adjustment on plan assets	(2,896,063)	(1,109,067)	(260,490)	150,500	291,575

### 33. Unhedged Foreign Currency (FC)

Particulars	Currency	Year ended March 31, 2016		Year ended March 31, 2015	
		Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Trade Payables	USD	155,471	10,312,414	19,041	1,191,790

### 34. Acquisition of Bangalore Land

During the year ended March 31, 2016, the Company executed agreement to purchase 15 acres of leasehold land of ₹375,007,500 from Karnataka Industrial Area Development Board (KIADB) to establish an IT/ITES BPO and Software development Centre at IT/ITES Park, Devanahalli Industrial Area in Bangalore.

The Company is required to comply with various conditions for the above project including time limit for beginning and completion of construction and utilisation of land. The company is in the process of preparation of project plan, submitting the documents and applying for NOC from applicable authorities. The capital commitment does not include any amount towards this project except for maintenance charges of ₹980,000.

### 35. Buyback of Shares

In accordance with Sec 68, 69, 70 and other applicable provisions of the Companies Act, 2013 and SEBI regulations and pursuant to the public announcement for buy back made by the Company, the Company initiated a buy back by way of tender offer through stock exchange mechanism for cash at price of ₹1,550 per equity share for an aggregate amount of upto ₹1, 645,323,450

Particulars	₹	
	Year ended March 31, 2016	
Date of Board Meeting approving the Buy Back	June 4, 2015	
Date of Public Announcement	November 24, 2015	
Record Date	December 4, 2015	
Number of share bought back	1,061,499	
Face value of shares purchased	10	
Consideration paid towards buy back	1,645,323,450	

Pursuant to buyback the company has adjusted premium on buyback of ₹1540 per share aggregating for ₹1,634,708,460 from securities premium. Further, an amount of ₹10,614,990 (equivalent to the face value of shares) has been transferred to Capital Redemption Reserve.

## Consolidated Notes to financial statements for the year ended March 31, 2016

36. During the year March 31, 2015, the Company has acquired entire shareholding in Just Dial Inc. Delaware, United States of America, from Just Dial Global Private Limited for a consideration of USD 72,385 (₹ 4,467,964). Just Dial Inc is engaged in the business of providing necessary administrative support services for making available infrastructure, bill collection, database procurement and advertising activities to Just Dial Limited to enable it to serve the customer in the US, pursuant to which the company become subsidiary of the Group.

In respect of Subsidiaries, the Holding Company's share of assets, liabilities, income and expenditure of the subsidiary companies are as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
<b>Equity and Liabilities</b>		
Shareholders' funds	5,383,122	4,865,873
Current – liabilities	2,942,997	1,768,563
<b>Total</b>	<b>8,326,119</b>	<b>6,634,436</b>
<b>Assets</b>		
Non - current assets	649,154	634,106
Current assets	7,676,965	6,000,330
<b>Total</b>	<b>8,326,119</b>	<b>6,634,436</b>
Total revenue from operations and other income considered in the consolidated financial statements	12,463,591	5,286,803
Total expenses considered in the consolidated financial statements	12,209,727	6,232,974
Profit/(Loss) considered in consolidated financial statements	214,411	(946,171)
Capital Reserve recognized in consolidated financial statements	1,209,586	815,090

### Disclosure as per Schedule III of the Companies Act 2013

List of subsidiary included in consolidation and their share of Net Assets and share in profit and loss as required under schedule III of the Companies Act 2013

Name of the entity	Year ended March 31, 2016		Year ended March 31, 2015	
	Net Assets, i.e. total assets minus total liabilities		Net Assets, i.e. total assets minus total liabilities	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
<b>Parent</b>				
Just Dial Limited	100.00	6,716,462,296	100.00	6,733,165,058
<b>Foreign Subsidiary</b>				
Just Dial Inc. (Delaware United States of America)	0.00	(462,962)	0.00	397,910
JD International Pte Ltd	0.00	4,902	-	-
<b>Total</b>	<b>100.00</b>	<b>6,716,004,236</b>	<b>100.00</b>	<b>6,733,562,968</b>



## Consolidated Notes to financial statements for the year ended March 31, 2016

### Disclosure as per Schedule III of the Companies Act 2013

List of subsidiary included in consolidation and their share of Net Assets and share in profit and loss as required under schedule III of the Companies Act 2013

Name of the entity	Year ended March 31, 2016		Year ended March 31, 2015	
	Share in profit or (loss)		Share in profit or (loss)	
	As % of profit or (loss)	Amount	As % of profit or (loss)	Amount
<b>Parent</b>				
Just Dial Limited	100.00%	1,418,015,888	100.00%	1,388,901,318
<b>Foreign Subsidiary</b>				
Just Dial Inc. (Delaware United States of America)	0.00%	827,115	0.00%	(485,433)
JD International Pte Ltd	0.00%	(306,352)	-	-
<b>Total</b>	<b>100.00%</b>	<b>1,418,536,651</b>	<b>100.00%</b>	<b>1,388,415,885</b>

37. Previous year figures have been regrouped/ reclassified, whenever necessary, to conform to current year classification.

As Per Our Report Of Even Date

For **S. R. Batliboi & Associates LLP**

ICAI Firm registration number: 101049W/E300004

Chartered Accountants

Per **Govind Ahuja**

Partner

Membership No. 48966

Place : Mumbai

Date : May 20, 2016

For And On Behalf Of The Board Of Directors Of

**Just Dial Limited**

**V.S.S. Mani**

Managing Director And

Chief Executive Officer

Din: 00202052

**Ramkumar Krishnamachari**

Chief Financial Officer

**Ramani Iyer**

Whole Time Director

Din: 00033559

**Sachin Jain**

Company Secretary

## NOTICE

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of Just Dial Limited (the "Company") will be held on Friday, September 30, 2016 at 3.30 p.m. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt
  - a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors thereon.
2. To appoint a director in place of Mr. Ramani Iyer (DIN 00033559), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, as the statutory auditors of the Company and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and pursuant to resolution passed by the members at the 20<sup>th</sup> Annual General Meeting held on September 24, 2014, the appointment of **M/s. S. R. Batliboi & Associates LLP**, Chartered Accountants (Firm Registration No. 101049W) as Statutory Auditor of the Company to hold office till the conclusion of 25<sup>th</sup> Annual General Meeting, be and is hereby ratified by the members of the company to hold office from the conclusion of this meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting on such remuneration as may be fixed by the Audit Committee/ Board of Directors with mutual consent of Auditor for the financial year 2016-2017.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the

Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded for the re-appointment of Mr. V. S. S. Mani (DIN 00202052), as Managing Director of the Company (designated as "Managing Director and Chief Executive Officer") to hold the office for a period of 5 (Five) years with effect from August 1, 2016 to July 31, 2021, on the terms and conditions and the remuneration payable w.e.f. August 1, 2016 as follows:

### I Remuneration:

- a) Monthly Fixed Salary in the scale of ₹8,75,000/- to ₹15,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
- b) Incentive up to 1.00% of the net profit of the Company with the authority to the Board or any committee thereof to fix the incentive within the aforesaid percentage of the net profit of the Company from time to time.
- c) Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
- d) Personal Accident Insurance: Personal Accident Insurance as per the policy of the Company.
- e) Gratuity: As per rules of the Company.
- f) Earned Leave: As per rules of the Company.
- g) Chauffeur driven car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

- II. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.

- III. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the Managing Director.

- IV. The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
- V. The Company shall reimburse to the Managing Director entertainment, traveling and all other expenses incurred by him for the business of the Company.
- VI. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and /or his minor children in any Selling Agency of the Company in future without the prior approval of the Central Government.
- VII. During the remaining tenure of his office as Managing Director, he shall not be liable to retire by rotation.
- VIII. The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Managing Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
- IX. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Managing Director will be under the overall authority of the Board.
- X. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- XI. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- XII. Mr. V. S. S. Mani (DIN-00202052) satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- XIII. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. V. S. S. Mani (DIN-00202052) under Section 190 of the Act.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. V. S. S. Mani, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and 198 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board or any Committees thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

5. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. V. Krishnan (DIN-00034473), as Whole-time Director of the Company for a period of 5 (Five) years with effect from August 1, 2016 to July 31, 2021 on the terms and conditions and the remuneration payable w.e.f. August 1, 2016 as follows:

#### **I Remuneration:**

- a) Monthly Fixed Salary in the scale of ₹8,75,000/- to ₹15,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
- b) Rent Free Accommodation up to the Rent of an amount not exceeding ₹600,000/- per month inclusive of all applicable taxes and charges. However, the amount of Rent free Accommodation shall be deducted from the monthly fixed remuneration mentioned above.
- c) Incentive up to 1.00% of the net profit of the Company with the authority to the Board or any committee thereof to fix the incentive within the aforesaid percentage of the net profit of the Company from time to time.
- d) Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.

- e) Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
  - f) Personal Accident Insurance: Personal Accident Insurance as per the policy of the Company.
  - g) Company's contribution towards Provident Fund as per the rules of the Company.
  - h) Gratuity: As per rules of the Company.
  - i) Earned Leave: As per rules of the Company.
  - j) Chauffeur driven car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
- II. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.
- III. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.
- IV. The Whole-time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
- V. The Company shall reimburse to the Whole-time Director entertainment, traveling and all other expenses incurred by him for the business of the Company.
- VI. The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and /or his minor children in any Selling Agency of the Company in future without the prior approval of the Central Government.
- VII. During the remaining tenure of his office as Whole- time Director, he shall be liable to retire by rotation.
- VIII. The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination.
- In any event, the Whole-time Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
- IX. The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Managing Director.
- X. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- XI. The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel
- XII. Mr. V. Krishnan (DIN-00034473) satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- XIII. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. V. Krishnan (DIN-00034473) under Section 190 of the Act.
- RESOLVED FURTHER THAT** the remuneration payable to Mr. V. Krishnan (DIN-00034473) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and 198 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.
- RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.
6. To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:
- "RESOLVED THAT** in partial modification of earlier resolution passed at the twentieth Annual General Meeting of the Company held on September 24, 2014 and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable

provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to revise, with effect from August 1, 2016, the terms of appointment/remuneration of Mr. Ramani Iyer (DIN-00033559), Whole-time Director of the Company in following manner:

#### I. Remuneration:

- a) Monthly Fixed Salary in the scale of ₹8,75,000/- to ₹15,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
- b) Incentive up to 1.00% of the net profit of the Company with the authority to the Board or any committee thereof to fix the incentive within the said 1.00% of the net profit of the Company from time to time.
- c) Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
- d) Medical Reimbursement: Reimbursement of expenses incurred for self and family per the policy of the Company.
- e) Personal Accident Insurance: Personal Accident Insurance as per the policy of the Company.
- f) Company's contribution towards Provident Fund as per the rules of the Company.
- g) Gratuity: As per rules of the Company.
- h) Earned Leave: As per rules of the Company.
- i) Chauffeur driven car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

- II. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.

- III. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.
- IV. The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and /or his minor children in any Selling Agency of the Company in future without the prior approval of the Central Government.
- V. During the remaining tenure of his office as Whole-time Director, he shall be liable to retire by rotation.
- VI. The above may be treated as a written memorandum setting out the terms of remuneration paid to Mr. Ramani Iyer (DIN-00033559) under Section 190 of the Act.
- VII. Other terms and conditions of appointment / remuneration of Mr. Ramani Iyer (DIN-00033559) will remain same as approved by the members of the Company at their meeting held on September 24, 2014.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ramani Iyer (DIN-00033559) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and 198 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

By Order of the Board of Directors of  
**Just Dial Limited**

Sd/-

**Sachin Jain**

Company Secretary

Place: Mumbai

Date : August 16, 2016

**Registered office:** 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex, New Link Road, Malad (West), Mumbai – 400064.  
Tel.: 022-28884060 Fax: 022-28823789

Website: www.justdial.com Email:investors@justdial.com

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business as set out in Item No. 4 to Item No. 6 and relevant details in respect of Item No. 2, 4 & 5 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS - 2) are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**  
  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members of the Company, holding shares either in physical form or dematerialized form, as on the record date i.e. August 26, 2016 will receive the Annual Report.
4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Ramani Iyer (DIN 00033559), Whole-time Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his appointment/re-appointment.
5. The details of the Directors, who are to be appointed / re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are enclosed herewith in 'Annexure A'.
6. The members/proxies should bring attendance slip duly filled in and signed for attending the meeting and handover the same at the entrance of the Hall. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold shares in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to

their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

8. Members are requested to bring their Annual Report at the Meeting.
9. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members are requested to send all share transfer lodgments (Physical mode) and update their change of address, e-mail address etc. to the Company's Registrar and Share Transfer Agent viz; Karvy Computershare Pvt. Ltd. at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad – 500032, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
11. Members are requested to quote folio numbers in all their correspondence and consolidate holding into one folio in case of multiplicity of folios with names in identical order.
12. Non-resident members are requested to inform the Company at its Registered Office immediately in relation to the change in the residential status on return to India for permanent settlement.
13. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
14. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the current Financial Year.
15. Members holding shares in single name and physical form are advised to make the nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.justdial.com](http://www.justdial.com) under the section Investor Relations.
16. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company or email at [investors@justdial.com](mailto:investors@justdial.com) at least 10 days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.
17. Electronic copy of the Annual Report for 2015-2016 along with Notice, Attendance Slip and Proxy Form are being sent to all the members whose e-mail IDs are



registered with the Company/Depository Participants(s) for communication purposes unless any member has requested to provide him physical copy of Annual Report. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent to them in the permitted mode.

18. To support the 'Green Initiative', Members who have not registered their email addresses are requested to register the same with the Register and Share Transfer Agent viz; Karvy Computershare Private Limited.
19. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.justdial.com](http://www.justdial.com). The physical or electronic copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days excluding Saturday(s), Sunday(s) and Public Holiday(s) between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
20. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at Annual General Meeting of the Company.

## 21. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, September 23, 2016 (end of day) being the cut-off date for the purpose of Rule 20(4) (vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Computershare Private Limited or vote at the Annual General Meeting.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Tuesday, September 27, 2016 and End of remote e-voting : Up to 5.00 p.m. (IST) on Thursday, September 29, 2016.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

## The instructions for E-voting are as under:

### A. For members who receive notice of annual general meeting through e-mail:

#### Notes for Individual Shareholders (Individuals, HUF, NRI etc)

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials [i.e., user id and password mentioned overleaf]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character. Kindly note that this password can be used by the Demat holders for voting of resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for E-Voting through Karvy E-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT i.e., Just Dial Limited.
- g. On the voting page, enter the number of shares as on the cut off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN and the shares held will not be counted under either head.
- h. Voting has to be done for each item of the Notice separately. In case you do not cast

your vote on any specific item, it will be treated as abstained.

- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.

#### **Note for Non – Individual Shareholders and Custodians**

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://evoting.karvy.com> and register themselves as Corporates.
  - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@karvy.com](mailto:helpdesk.evoting@karvy.com).
  - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts linked in the login should be emailed to [evoting@karvy.com](mailto:evoting@karvy.com) and on approval of the accounts they would be able to cast their vote.
  - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.karvy.com](http://www.karvy.com), under help section or write an email to [evoting@karvy.com](mailto:evoting@karvy.com).

#### **B. For members who receive the notice of annual general meeting in physical form:**

Members may opt for remote e-voting, for which the user id and initial password is provided on the attendance slip. Please follow steps under heading A above to vote through e-voting platform.

#### **C. Voting facility at Annual General Meeting:**

In addition to the remote e-voting facility as described above, the facility for voting through (Ballot or Polling Paper) shall also be available at venue of Annual General Meeting. The members

who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at Annual General Meeting.

#### **D. Other Instructions:**

- a. The voting rights of Members shall be in proportion to their shares of the paid – up equity share capital of the Company as on Friday, September 23, 2016.
- b. M/s. V. B. Kondalkar & Associates, Practicing Company Secretary (Membership No. ACS - 15697), has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- c. The Scrutinizer shall immediately after the conclusion of voting at the ensuing Annual General Meeting first count the vote cast at the meeting, thereafter unblock the votes through remote e-voting in the presence of at least two (2) witness, not in the employment of the Company and make within 48 hours from the conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favour or against, if any, to the chairman of the Company or a person authorised by him in writing who shall countersign the same.
- d. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- e. A Members can opt for only one mode of voting i.e. either voting through remote e-voting or by (Ballot or Polling Paper). If a member cast votes by both modes, then voting done through remote e-voting shall prevail and (Ballot or Polling Paper) shall be treated as Invalid.
- f. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.justdial.com](http://www.justdial.com) and on the website of Karvy and communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange where the shares of the Company are listed.
- h. In case a person has become Member of the Company after the dispatch of AGM



Notice but on or before the cut-off date i.e. September 23, 2016, the member may approach Karvy for issuance of User ID and Password for exercising the right to vote by electronic means:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+ Folio No. or DP ID Client ID to 9212993399
- ii. If e-mail or mobile number of the member is registered against Folio

No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii. Member may call Karvy's toll free number 1-800-3454-001.
- iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

## Annexure A

Name of the Director	<b>Mr. V.S.S. Mani</b>	<b>Mr. V. Krishnan</b>	<b>Mr. Ramani Iyer</b>
Age	50 Years	46 Years	47 Years
Date of First Appointment on the Board	Since Inception	28-10-2005	28-10-2005
Qualification	Discontinued B.Com.	Discontinued B.Com.	Diploma in Hotel Management from Delhi Institute of Management
Brief Resume	V.S.S. Mani is the founder, Managing Director and Chief Executive Officer of the Company and has been associated with the Company since its incorporation. A visionary and an experienced management professional, he has approximately 28 years of experience in the field of media and local search services. Prior to the incorporation of the Company, he co-founded Ask Me Services and has also worked with United Database India Private Limited. He is presently engaged in exploring possibilities for technological innovation of our Company's business and has been responsible for adapting the Company's business model to suit changing market conditions. He is also involved in the formulation of corporate strategy and planning. Overall execution and management, and concentrates on the growth and diversification plans of the company.	V. Krishnan is a Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He has been associated with the Company since its Incorporation and has approximately 23 years of experience, working with the Company in the field of strategic planning and execution. V. Krishnan has played a key role with responsibility including business development, business expansion, operations, strategic planning and execution.	Ramani Iyer is a Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He holds a Diploma in Hotel Management from Delhi Institute of Management & Services. He has been associated with the Company since its incorporation and has approximately 23 years of experience, working with the Company in the field of strategic planning and execution.

Experience and Expertise in Functional Area	Approximately 28 years of experience in the field of media and local search services.	Approximately 23 years of experience, working with the Company in the field of strategic planning and execution.	Approximately 23 years of experience, working with the Company in the field of strategic planning and execution.
List of Other Companies in which Directorships Held	1. Just Dial Global Private Limited 2. AM Feel Good Films Private Limited	1. Just Dial Global Private Limited 2. Xvidia Media Private Limited 3. Epigeneres Biotech Private Limited 4. Gaia Energy Solutions Private Limited	1. Just Dial Global Private Limited 2. Elephantgod Enterprises Private Limited
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil	Nil	Nil
Shareholding in the Company	19515340* Equity Shares	1045843 Equity Shares	1195232 Equity Shares
Relationship with other Directors Manager and other Key Managerial Personnel of the company	Mr. Ramani Iyer, Mr. V. Krishnan are Brothers and Mrs. Anita Mani is wife of Mr. V.S.S. Mani.	Mr. V.S.S. Mani and Mr. Ramani Iyer are Brothers of Mr. V. Krishnan.	Mr. V.S.S. Mani and Mr. V. Krishnan are the Brothers of Mr. Ramani Iyer .

\*573238 Equity Shares are jointly held with Mr. V. Krishnan

**Note:**

1. The proposal for appointment/re-appointment and revision in terms of remuneration of Directors has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.
2. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed and number of Board meetings attended by them during the year 2015-16 are provided in the Corporate Governance Report.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM 4:

The Board of Directors at their meeting held on August 16, 2016, resolved to re-appoint Mr. V. S. S. Mani, (DIN : 00202052) as Managing Director of the Company for a term of 5 years from August 1, 2016 to July 31, 2021.

Mr. V. S. S. Mani aged about 50 years, having 28 years of experience in the field of media and local search services.. Mr. V.S.S. Mani is also the founder, Managing Director and Chief Executive Officer of the Company and has been associated with the Company since its incorporation. He is visionary and an experienced management professional. He is presently engaged in exploring possibilities for technological innovation of our Company's business and has been responsible for adapting the Company's business model to suit changing market conditions. He is also involved in the formulation of corporate strategy and planning. Overall execution and management, and concentrates on the growth and diversification plans of the company.

Payment of remuneration is recommended / approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated August 16, 2016.

In view of the provision of sections 196,197 and 203 of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at Item No.4, for the Approval of Members. The terms of appointment/remuneration between the Company and Mr. V.S.S. Mani (Managing Director) will be available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

Mr. V. S. S. Mani, (DIN: 00202052), Mr. V. Krishnan (DIN-00034473), Mr. Ramani Iyer (DIN-00033559) and Mrs. Anita Mani (DIN-02698418) Directors of the Company and their relatives are interested in the resolutions set out respectively at Item No. 4 of the Notice to the extent of their shareholding interest, if any, in the Company.

The details and disclosures as required under Regulation 36 of SEBI, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in Annexure A.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### ITEM 5:

The Board of Directors at their meeting held on August 16, 2016, resolved to reappoint Mr. V. Krishnan, (DIN: 00034473) as Whole-time Director of the Company for a term of 5 years from August 1, 2016 to July 31, 2021.

Mr. V. Krishnan aged about 46 years, having 23 years of experience in the field of strategic planning and execution. He was appointed as a Director of the Company on October 28, 2005. Mr. V. Krishnan is a Co-founder of the Company and has played a key role with responsibility including business development, business expansion, operations, strategic planning and execution. .

Payment of remuneration is recommended/approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated August 16, 2016..

In view of the provision of sections 196,197 and 203 of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at Item No.5, for the Approval of Members. The terms of appointment/remuneration between the Company and Mr. V. Krishnan (Whole Time Director) will be available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

Mr. V. Krishnan (DIN-00034473),, Mr. V. S. S. Mani, (DIN: 00202052), Mr. Ramani Iyer (DIN-00033559 and Mrs. Anita Mani (DIN-02698418) Directors of the Company and their relatives are interested in the resolutions set out respectively at Item No. 5 of the Notice to the extent of their shareholding interest, if any, in the Company.

The details and disclosures as required under Regulation 36 of SEBI, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in Annexure A.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### ITEM 6:

The Board of Directors of the Company at its meeting held on August 16, 2016, resolved to revise the remuneration structure of Mr. Ramani Iyer Whole-time director of the Company, subject to the approval of Members. All other terms and conditions of the appointment will remain unchanged except that he will be liable to retire by rotation. The revised remuneration will be subject to the overall limits as provided under Section 197 and 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, as may be applicable of the Act.

Payment of remuneration is recommended / approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated August 16, 2016.

In view of the provision of sections 196,197 and 203 of the Companies Act, 2013, the Board recommends the Ordinary

Resolution set out at Item No.6, for the Approval of Members. The terms of remuneration between the Company and Mr. Ramani Iyer (Whole Time Director) will be available for inspection physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

Mr. Ramani Iyer (DIN-00033559), Mr. V. S. S. Mani, (DIN: 00202052), Mr. V. Krishnan (DIN-00034473) and and Mrs. Anita Mani (DIN-02698418) Directors of the Company and thier relatives are interested in the resolutions set out respectively at Item No. 6 of the Notice to the extent of their shareholding interest, if any, in the Company.

The details and disclosures as required under Regulation 36 of SEBI, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in Annexure A.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

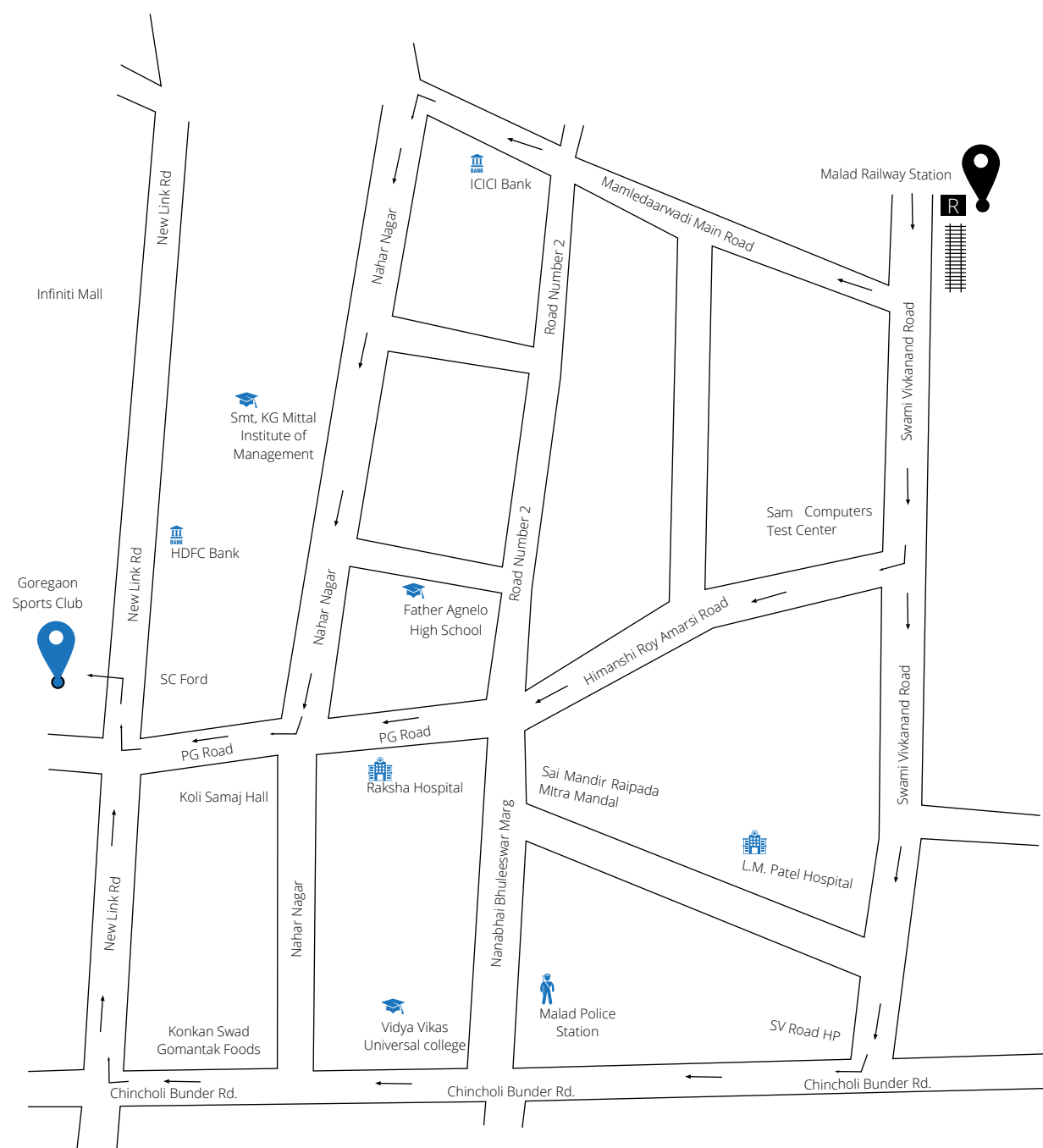
By Order of the Board of Directors of  
**Just Dial Limited**

Place: Mumbai  
Date: August 16, 2016

Sd/-  
**Sachin Jain**  
Company Secretary

**Registered office:** 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex, New Link Road, Malad (West), Mumbai – 400064.  
Tel.: 022-28884060 Fax: 022-28823789  
Website: [www.justdial.com](http://www.justdial.com) Email: [investors@justdial.com](mailto:investors@justdial.com)

## Route map of AGM Venue (“Goregaon Sports Club”) of Just Dial Limited



## Notes

## Notes



**JUST DIAL LIMITED**

CIN: L74140MH1993PLC150054

**Registered Office:** 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex, New Link Road, Malad (West), Mumbai – 400064 Tel.: 022-28884060 Fax: 022-28823789  
Website: www.justdial.com Email:investors@justdial.com

## Attendance Slip

**22<sup>nd</sup> Annual General Meeting – 30<sup>th</sup> September, 2016**

D.P. Id*	
Client Id *	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER: .....

.....

I hereby record my presence at the 22<sup>nd</sup> Annual General Meeting of the Company held on Friday, September 30, 2016 at 3.30 P.M. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064.

.....

Signature of Shareholder/Proxy

\* Applicable for investors holding shares in electronic form.

**Note: Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the Meeting.**

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## E-VOTING

**Users who wish to opt for e-voting may use the following login credentials.**

\_\_\_\_\_  
EVEN (E-VOTING EVENT NO.)

\_\_\_\_\_  
USER ID

\_\_\_\_\_  
PASSWORD

Please follow steps for remote e-voting procedure as given in the Notice of AGM by logging on to - <https://evoting.karvy.com> and the same is available on Company's website [www.justdial.com](http://www.justdial.com)







**JUST DIAL LIMITED**

CIN: L74140MH1993PLC150054

**Registered Office:** 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex, New Link Road, Malad (West), Mumbai – 400064 Tel.: 022-28884060 Fax: 022-28823789  
Website: www.justdial.com Email:investors@justdial.com

## Form No. MGT-11 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN : L74140MH1993PLC150054

Name of the Company : JUST DIAL LIMITED

Registered Office : 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex, New Link Road, Malad (West), Mumbai – 400064.

Name of the member(s) : .....

Registered Address : .....

Email ID : .....

Folio No/Client ID : .....

DP ID : .....

I/We, being the member(s) of : .....shares of the above named Company, hereby appoint

1) Name : .....Address : .....

Email ID : .....Signature : ....., or failing him

2) Name : .....Address : .....

Email ID : .....Signature : ....., or failing him

3) Name : .....Address : .....

Email ID : .....Signature : ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on Friday, September 30, 2016 at 3.30 P.M., at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent/Dissent	
		For (Assent)	Against (Dissent)
ORDINARY BUSINESS			
1.	To receive, consider and adopt:		
	a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and		
	b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors thereon.		
2.	To Re-appoint Mr. Ramani Iyer (DIN-00033559), as a Director, liable to retire by rotation.		
3.	To Ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.		
SPECIAL BUSINESS			
4.	Re-appointment of Mr. V. S. S. Mani (DIN-00202052), as Managing Director and CEO of the Company.		
5.	Re-appointment of Mr. V. Krishnan (DIN-00034473), as Whole-time Director of the Company.		
6.	Revision in Remuneration of Mr. Ramani Iyer (DIN-00033559), as Whole-time Director of the Company.		

Signed this..... day of ..... 2016.

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of the proxy holder (s)

**Note: This form of proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.**



**Registered and Corporate Office**

**Just Dial Limited**

CIN: L74140MH1993PLC150054

Palm Court Bldg M, 501/B, 5th Floor,  
New Link Road, Beside Goregaon Sports Complex,  
Malad (W), Mumbai – 400064.

Call: +91-22-2888 4060

Fax: +91-22-2882 3789

Website: [www.justdial.com](http://www.justdial.com)