

Where search begins...

At Just Dial, we have helped India make the online switch and are now taking it forward with enhanced value proposition for both consumers and businesses in a society that is increasingly turning digital.

For consumers, we bring a world of difference. With just a click, one can have unimaginable convenience, ease of access to a multitude of services and an ability to transact online. The result is significant saving of time and money through efficient price discovery.

From bill payment to movie ticket bookings, flight and bus ticket bookings a new range of services have been launched during the year for our consumers.

On the other hand, we are providing businesses a unique platform to reach a wide cross-section of people and cater to their evolving requirements. Our technology, talent and teamwork are enabling businesses and markets function better and think smarter.

With the Indian economy back on track and consumer and investor confidence growing significantly, the future roadmap is clear to us. We are looking at considerably scaling up the Search Plus service, strengthening our consumer engagements and evolving new marketing strategies. We are also planning to introduce advanced technologies for businesses to operate seamlessly and grow steadily.

We look at ourselves as a vehicle for empowerment that is steadily helping transform India's consumption and business landscape.

**Welcome to India's search-  
and-transact destination.**

**Welcome to the tremendous  
possibilities of the digital era.**

**Welcome to the Just Dial  
Experience.**



## Forward Looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions.

Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. 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.



For more information visit:  
[www.justdial.com](http://www.justdial.com)

## Contents

### 02-26 CORPORATE OVERVIEW

India relies on Just Dial	2
Financial Performance	6
Message from the Managing Director and Chief Executive Officer	8
A Value Proposition that's Unique	14
A Convenience that's Unrivalled	16
A Growth Pace that's Impressive	18
A Commitment that's Holistic	20
The Board of Directors	22
Management Team	24
Corporate Information	26

### 28-91 STATUTORY REPORTS

Management Discussion and Analysis	28
Directors' Report	38
Corporate Governance Report	78

### 92-167 FINANCIAL STATEMENTS

<b>Standalone Financial Statements</b>	
Independent Auditor's Report	92
Balance Sheet	96
Statement of Profit and Loss	97
Cash Flow Statement	98
Notes	100
<b>Consolidated Financial Statements</b>	
Independent Auditor's Report	128
Balance Sheet	132
Statement of Profit and Loss	133
Cash Flow Statement	134
Notes	136
Notice	168

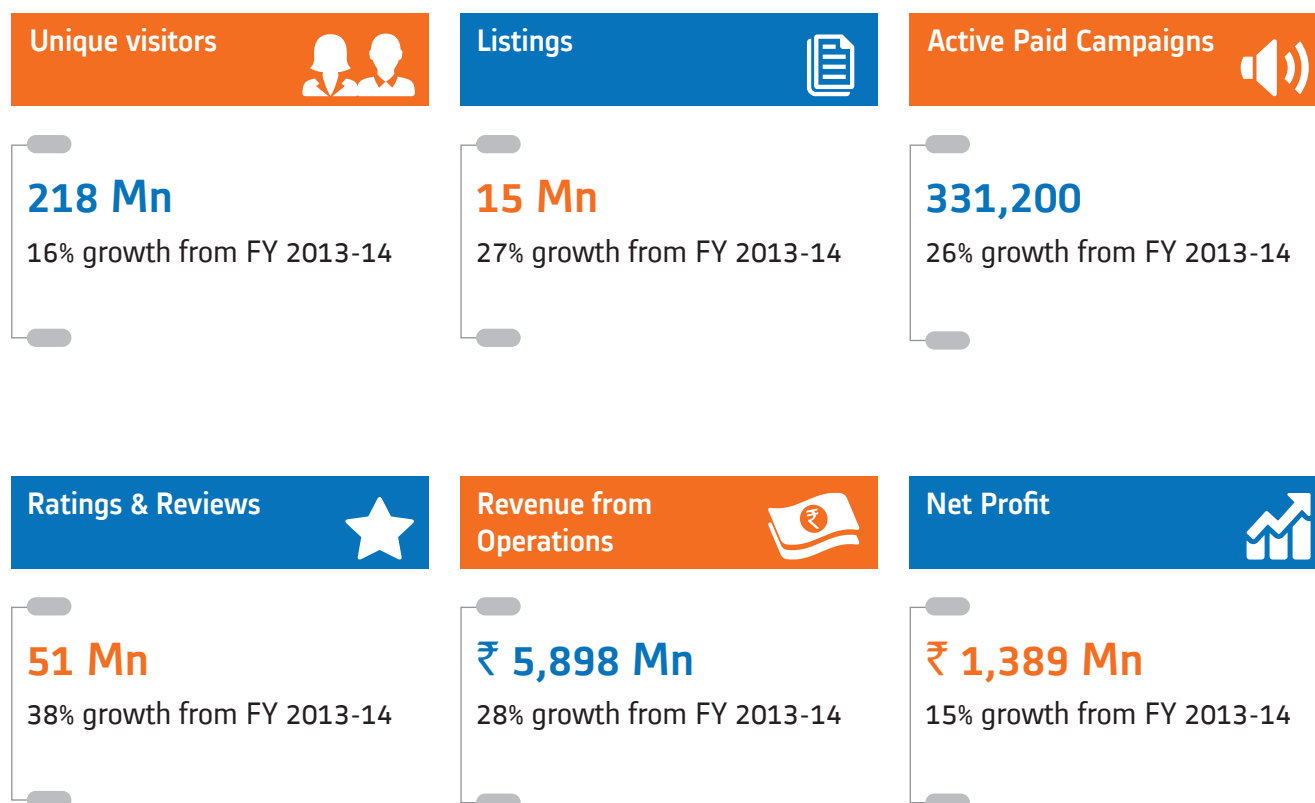
# India Relies on Just Dial

As India ushers in a digital society, encompassing millions of people, we are excited to be a part of this vibrant movement by empowering consumers and businesses, seamlessly.

Incorporated in 1996 as a local search engine, Just Dial is India's only local search engine which enables both 'search' and 'transact' features across multiple platforms. Our Search Plus platform helps drive user convenience, connecting them to relevant services anytime and across any medium - Voice, PC Internet and Mobile Internet. We have also enabled thousands of SMEs create an online presence in the country. Today, we are positioned as one of India's leading local search engines.

Our registered and corporate office is in Mumbai and we have offices across India, in Ahmedabad, Bengaluru, Chandigarh, Chennai, Coimbatore, Noida, Hyderabad, Jaipur, Kolkata and Pune.

## ON A HIGHER GROWTH TRAJECTORY






## MISSION

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

## OVER THE PAST 19 YEARS, WE HAVE EVOLVED:

- From being a voice and text-based service provider to a multi-platform and multi-lingual service provider
- From a three clicks to find platform to a three clicks to transact platform
- From a local search engine to a national search destination

## MULTIPLE SERVICE PLATFORMS

 PC Internet	 Mobile Internet	 Voice/SMS
<a href="http://www.justdial.com">www.justdial.com</a>	JD (Justdial) app and WAP services ( <a href="http://t.justdial.com">t.justdial.com</a> )	8888888888 : Operator-assisted hotline number, available 24x7
<b>User-friendly features including:</b> <ul style="list-style-type: none"> <li>Predictive auto-suggest</li> <li>Maps, directions, operating hours, pictures, videos</li> <li>Ratings and reviews</li> </ul> <b>Search by company, category or product</b>  <b>Popular category searches</b>	<b>Location-based search services</b>  <b>Android, iOS, Windows apps</b>	<b>Multi-lingual support</b>  <b>Company/category/product searches</b>

## India Relies on Just Dial

### CONSISTENTLY CREATING VALUE

Over the years, Just Dial has been able to achieve a strong brand recall, because of credible reasons.

#### More listings

##### Advantages we provide:

- Numerous options to choose from
- Competitive pricing, best deals
- Numerous discounts and coupons

##### Value we create:

- Consumer delight

#### Enhanced viability

##### Advantages we provide:

- More 'related search' options
- Segments catering to all spheres of life
- Single search destination
- Comparison shopping

##### Value we create:

- Consumer contentment

#### More search segments

##### Advantages we provide:

- Advanced searches
- Better vendor visibility
- Pan-India expansion

##### Value we create:

- Consumer ease

#### Added security

##### Advantages we provide:

- Trusted strong brand
- Advancement as a 'search plus' platform
- Established relationships with SMEs

##### Value we create:

- Customer trust

#### Advanced technology

##### Advantages we provide:

- Updated multi-platform operations (mobiles, laptops, phone calls, text messages)
- Better user interface
- Customized infrastructure

##### Value we create:

- Easy accessibility

#### All-in-one

##### Advantages we provide:

- Everything on a single platform
- Single log-in
- Easy price discovery

##### Value we create:

- Save time and money

## OUR STRENGTHS

First mover advantage in the Indian local search market

**ONE OF THE LEADING  
LOCAL SEARCH ENGINES  
IN INDIA**

Strong brand recognition

**28% INCREASE IN  
SEARCH REVENUE IN  
FY 2014-15**

Attractive value proposition for local SMEs

**27% INCREASE IN  
BUSINESS LISTINGS  
IN FY 2014-15**

Experience and expertise in local Indian markets

**19 YEARS OF EXPERIENCE**

Advanced and scalable technology platform

**25 SEARCH PLUS  
VERTICALS AVAILABLE  
ON THE SAME PLATFORM**

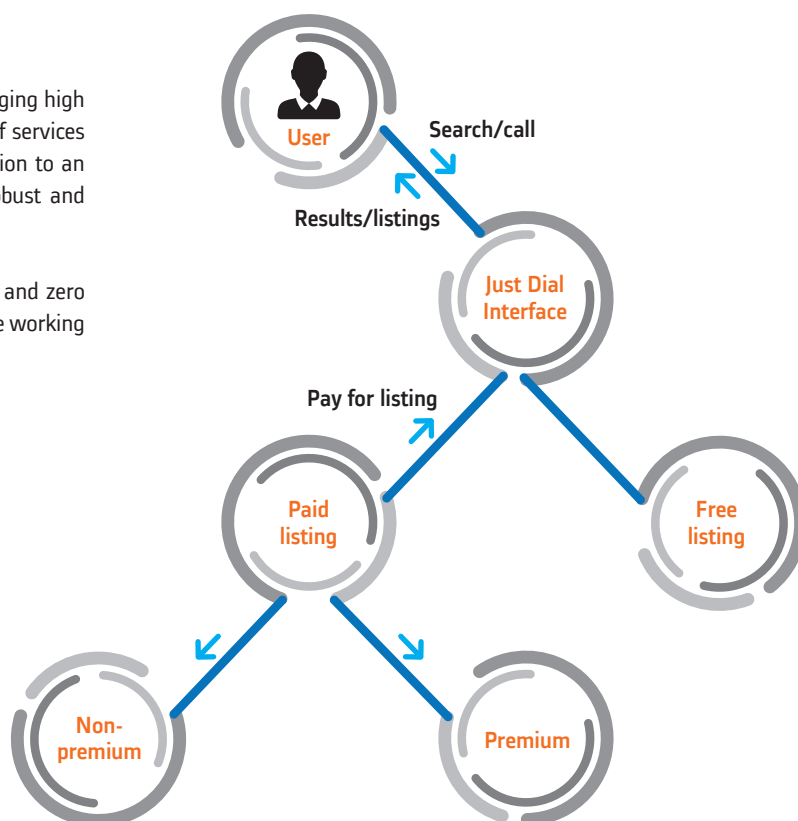
An efficient and profitable business model

**15% INCREASE IN  
PROFITS IN FY 2014-15**

## BUSINESS MODEL

We have effectively monetized our business by leveraging high rates of direct, mobile and repeat traffic. Our range of services targeted towards a new generation of users in addition to an attractive value proposition for SMEs make for a robust and profitable business model.

Our asset light business model with zero receivables and zero debt strengthens our balance sheet, while our negative working capital helps in creating strong cash flows.



# Financial Performance

## Operating Revenues

(₹ in Mn)

2010-11		1,839.33
2011-12		2,620.61
2012-13		3,627.68
2013-14		4,612.93
2014-15		5,897.98

CAGR 33.82%

## Net Cash Flow from Operations

(₹ in Mn)

2010-11		600.07
2011-12		957.21
2012-13		1,023.18
2013-14		1,330.36
2014-15		1,846.53

CAGR 32.45%

## Total Income

(₹ in Mn)

2010-11		1,876.60
2011-12		2,752.15
2012-13		3,764.11
2013-14		5,012.42
2014-15		6,386.53

CAGR 35.82%

## Operating EBITDA\*

(₹ in Mn)

2010-11		453.87
2011-12		672.30
2012-13		1,007.19
2013-14		1,421.98
2014-15		1,657.86

CAGR 38.25%

\*Operating EBITDA is arrived at by reducing operating expenses viz. Employee expenses and other expenses from operating revenue. It does not include interest, taxes, depreciation and amortisation expenses or other income. Operating EBITDA for FY 2014-15 is after considering ESOP Expenses of ₹ 152.53 Million for the year.

## Profit Before Tax

(₹ in Mn)

2010-11		422.97
2011-12		715.74
2012-13		984.28
2013-14		1,648.56
2014-15		1,905.42

CAGR 45.69%

## Profit After Tax

(₹ in Mn)

2010-11		288.25
2011-12		505.81
2012-13		684.57
2013-14		1,206.08
2014-15		1,388.90

CAGR 48.16%



## Earnings Per Share (basic)

(in ₹)

2010-11		4.75
2011-12		8.93
2012-13		10.30
2013-14		17.23
2014-15		19.76

CAGR **42.82%**

## Net Asset Value Per Share

(in ₹)

2010-11		15.13
2011-12		15.87
2012-13		60.40
2013-14		76.19
2014-15		95.52

CAGR **58.50%**

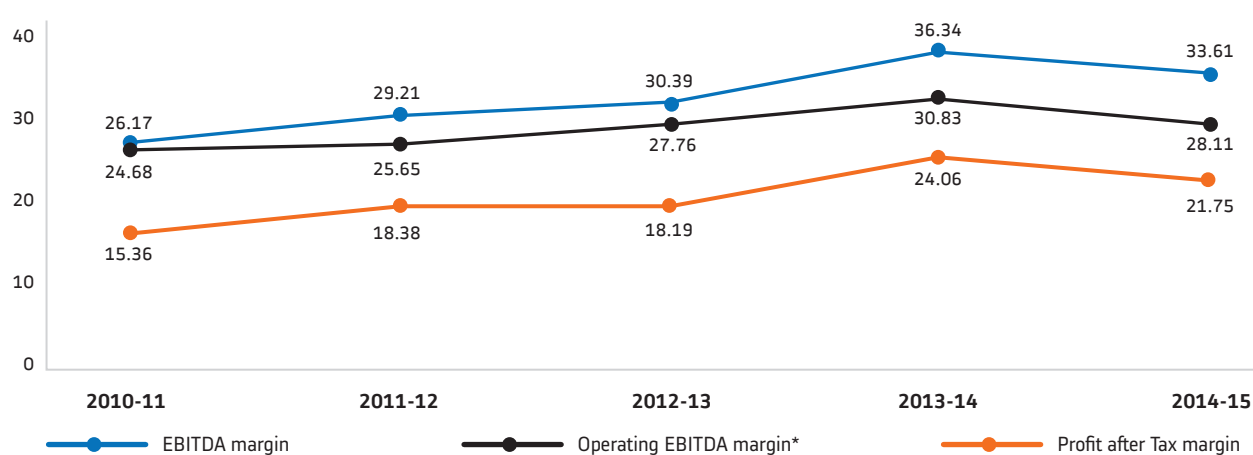
## Return on Net Worth (RONW)

(in %)

2010-11		35.77
2011-12		49.92
2012-13		25.72
2013-14		25.14
2014-15		23.00

## Margins

(in %)



\* Operating EBITDA margin for FY 2014-15 is after considering ESOP Expenses of ₹ 152.53 Million for the year.

## Message from the Managing Director and Chief Executive Officer



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

Dear All,

At the outset, I express my gratitude to you all for your continued trust, patronage and the confidence you have placed in our Company and for your continued support over the years. Just Dial has evolved substantially since its foundation. We have successfully reinvented ourselves in line with market opportunities. Our consistent commitment is to maintain best-in-class service standards, while leveraging our unique capacity to mobilize and engage different commercial activities around your lives, under one roof. We have successfully built upon the Company's strong commitment to connect the dots across verticals and offer the power of convenience and choice back where it rightfully belongs – in your hands!

We are living through interesting times. The global economy is recovering from an extended slowdown, with all the key economic groups, including the USA, Euro area and BRICS, expected to stage higher growths over the next few years. India, in turn, has recently witnessed the largest democratic exercise in the world and the most emphatic election verdict in three decades, and is definitely gearing up for growth. The business sentiment following the formation of the 'Modi Sarkar' is upbeat.

India's economic growth has rebounded, capital inflows have increased, exports have accelerated and helped the trade balance. Moreover confidence has increased, bond yields have declined and equity prices have risen. Enhanced economic activity also improved consumer and business sentiment. The spotlight has been put back on India at the global stage as one of the fastest growing major economies and home to one of the world's youngest workforce.

While companies continue to invest in creating manufacturing bases across the country, the number of skilled and semi-skilled jobs will increase. Millions of youth will be inducted into the mainstream economy, earn their livelihood and boost consumerism. India's GDP is estimated to have grown by 7.3% in FY 2014-15, a shade lower than the government's earlier projection, but above 6.9% clocked in FY 2013-14.

In 2013, the Internet contributed USD 60 billion or 2.7% of India's GDP – larger than the contribution of healthcare (2.5%) and army (2.5%), but less than agriculture (14%). By 2020, the Internet is estimated to grow over 4% of India's GDP. E-commerce will be worth over USD 17 billion in 2018 and drive eight million SMEs (out of 13 million SMEs); over 200 million individuals will transact online. I believe that the fundamentals of the economy may not change immediately but the atmospherics have definitely changed for the better.

“

**We delivered a steady performance in FY 2014-15 wherein we registered 28% operating EBITDA margin and our PAT margin was 22%. Our operating revenue increased 28% from ₹ 4,612.93 Million to reach ₹ 5,897.98 Million.**

”

At Just Dial, we are helping shape the way, people think, act and go about their lives in a digital society. Our innovations continue to touch the lives of millions of people every day. Driving competitive advantage through innovation is our lifeblood as a technology company. Just Dial has proved its resilience in a challenging environment. Its broad diversity of geographies and offerings spread across categories provides both scope for business growth and security against adverse conditions in any specific industry. We are continuously re-examining our metrics to ensure they are relevant, comprehensive and allow us to set forward-looking targets.

We had over 51 million reviews and ratings, until March 2015, on our portal and we have been pioneers in introducing the concept of social ratings across the world. It has aided several users to make important vendor choices. The effectiveness of our medium continues to be our core strength, which is demonstrated by a year on year increase of 26% in the campaigns we run for our customers. We delivered a steady performance in FY 2014-15 wherein we registered 28% operating EBITDA margin and our PAT margin was 22%. Our operating revenue increased 28% from ₹ 4,612.93 Million to reach ₹ 5,897.98 Million.

Our profit after tax was ₹ 1,388.9 Million from ₹ 1,206.08 Million in FY 2013-14, up by 15%. Our cash flow increased from ₹ 1,330.36 Million to ₹ 1,846.53 Million. Our user base (unique users\*) is 218 million with over 42% of users using the mobile internet platform.

In the last few decades since its inception, the Internet has driven dramatic change. Internet penetration has more than doubled and e-commerce has increased threefold in the past four years as online payments increased. According to an IAMAI-KPMG report, internet users in India stood at over 350 million as of June 2015 and the mobile internet user base is expected to reach 314 million by 2017.

India has the second largest internet user base in the world and yet the underlying potential is immense as penetration of the Internet in India in 2015 is estimated at just 19% vis-à-vis China's 50% and Brazil's 61%. The next wave of growth in internet penetration will be driven by the adoption of mobile internet. The internet space in India appears even riper as consumer demographics with a median age of 27 holds out a tremendous potential. This means consumers are willing to accept new technologies (e.g. online payments), data plans are getting cheaper, internet accessibility and speeds are on a rise with a roll-out of 4G networks, income levels are rising in general; and there has been approximately 170% growth in mobile internet users over 2010-15.

As hand-held devices become the default medium to access the Internet, the concept of time and distance has shrunk and we now deal with an 'always-active' or 24X7 notion of communications. The right kind of word to describe what has happened in the smartphone segment is probably revolution. Almost everyday compelling applications and services are being designed for smartphones first.

The number of smartphones being sold is far more than laptops, and not only that, the amount of time the younger generation spends on smartphones is far more. With the roll-out of third-generation (3G) networks and now Long-Term Evolution or LTE (a standard for 4G networks), the possibilities are immense. We are definite that the story of digital India is going to be a momentous one. Given this favorable ecosystem, we are quite bullish about the potential and prospects for our Company. We are enhancing convenience for millions of people in a digitally empowered life.

It is only obvious that soon the SMEs will have to exploit the online market as an important channel of sales. At Just Dial, we are well poised to capitalize on these opportunities by leveraging our competencies in this space and we are excited about the times to come. Our priority is to accelerate growth and reposition the business through consistent investment in product innovation, sales effectiveness and expansion in high-growth markets. We are dedicated to strengthen the partnerships we have fostered in recent years.

Our long-standing commitment to new product developments has underpinned our sustained momentum and is a key driver of future revenue and margin growth. We completed several new product launches over the past months and will continue to challenge conventional thinking and innovatively use all our resources to drive positive change in the lives of millions of people.

Our philosophy is to 'Make Life Easy' for the Indian consumer to search and transact in a hassle free manner. Our offerings would aid the users to save time, money and effort, aid in quick price discovery, enable accelerated delivery of products due to the hyper-local nature of the transactions and be a single-point of touch for the user.

I feel privileged to be at the helm of a business that creates consistent value for all stakeholders. I thank all our stakeholders who continue to play a vital role in our success.

I deeply cherish the unstinted trust and support of our users, customers, shareholders, investor community, the media and the dedication and contribution of every member of the Just Dial Team.

Thank you,

**V. S. S. Mani**

Managing Director and Chief Executive Officer

\*Note: Unique Users are our total unique visitors and are considered across various mediums – Voice, PC Internet, Mobile Internet – these may not necessarily be mutually exclusive.

# The Industry is Growing...

**650 Mn**

Indians will be online by 2020



Up to

**250 Mn**

Indians will be shopping online, spending more than USD 50 Billion by 2020



At least

**USD 5 Bn**

Of total spending will be on fast-moving consumer goods (FMCG)



**USD 35 Bn**

More than one-third of total FMCG sales in 2020, or an estimated USD 35 Billion, will be affected in some way by digital activity

0	1	0	1
1	1	0	1

**Gen Z**

The population of online users, buyers and influencers is steadily shifting from well-off adult males in large cities to women, digitally-savvy Generation Z and residents of smaller cities



At least

**50%**

Of online buying will take place on a mobile device by 2020



**Digital Media**

Indian consumers are already employing digital media in the purchasing cycle and across FMCG categories



(Source: Bain & Company)

## ...and so are We.

JUST DIAL RECENTLY INTRODUCED 25 CONVENIENT AND USER-FRIENDLY SEARCH PLUS SERVICES.



### Life Made Easy



Shop online



Book hotels



Order flowers



Order books



Buy insurance

### A Break From The Kitchen



Book a table



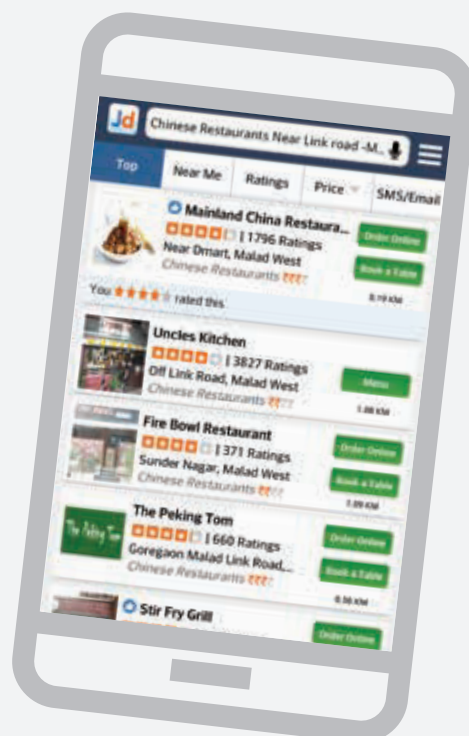
Order food

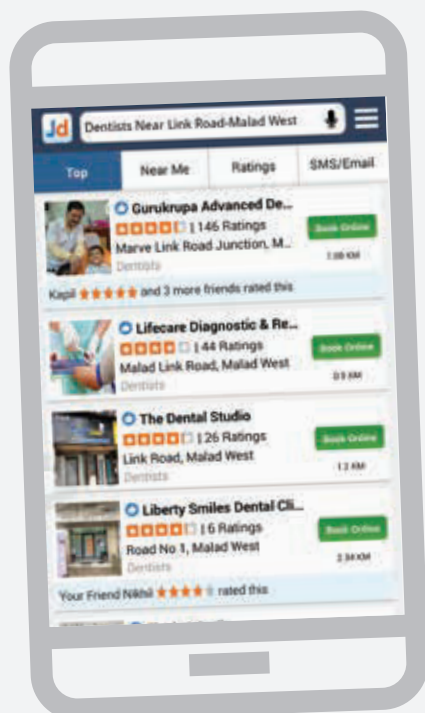


Order groceries



Book mineral water





## Medicare Made Easy



Book a doctor's appointment



Order medicine



Book lab tests, diagnostics, pathology

## Ease Of Moving



Book flight tickets



Book bus tickets



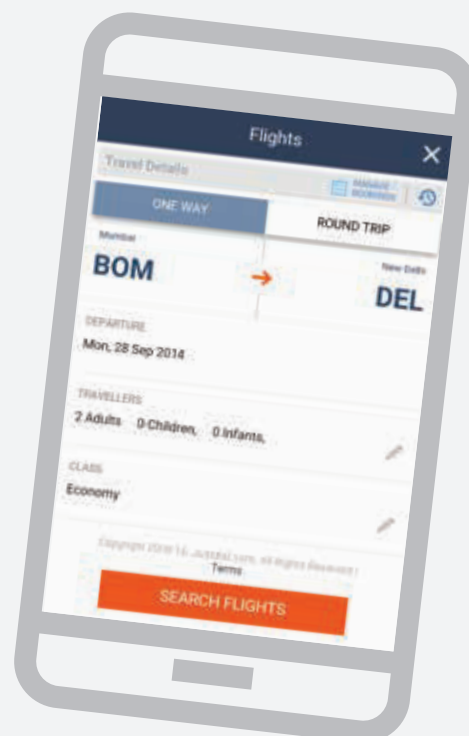
Book a cab

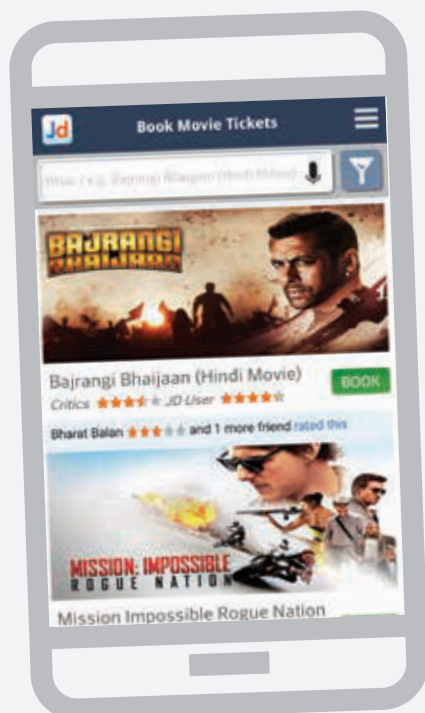


Car services



Book a test drive





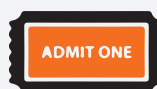
## Entertainment At The Fingertips



Book movie tickets



Deals



Book event tickets

## Hassle-free Schedule



Recharge/Bill payments



Schedule a laundry pick-up



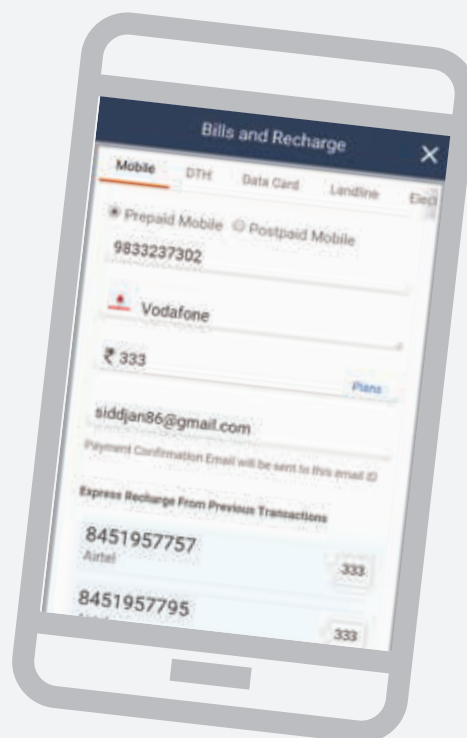
Schedule a courier pick-up



A.C. services



Water Purifier services





In a connected, digital society the way we live, work and play will never be the same. We are adopting **best-in-class technology** and **strengthening partnerships** with SMEs to empower millions of people and bring positive change in their lives. We are proud to be the nation's preferred **local search destination**.

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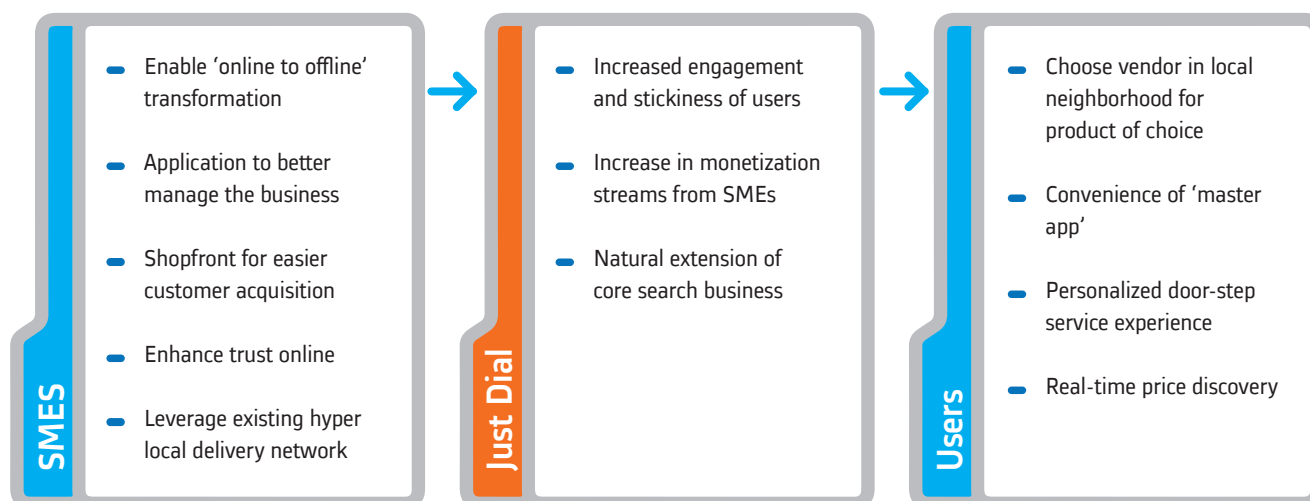
## A Value Proposition that's **Unique**

Search Plus is differentiated as it provides a uniform search and transact platform, blending service and product marketplaces. It is an extension of Just Dial's search-only offering, which enabled users to discover local businesses, connecting the user community to SMEs and vice versa. Search Plus provides a search + transact model that not only allows for hyper-local commerce and transactions, but also facilitates the shift from offline to online.



The value proposition offered by Search Plus for users and businesses alike has resulted in our expanded client base, increased listings and paid advertisements. To capture the market potential, we have enhanced our engagement with customers by introducing 25 service segments; and are working to ensure that the end transaction for a product/service is completed on our own platform.

### ONE PLATFORM TO ADDRESS MULTIPLE NEEDS



To make the platform more beneficial to the end user, we have incorporated the reverse auction and shopfront formats on our portal. In the reverse auction route, a user indicates an interest to buy a particular product. Just Dial communicates this interest to businesses, which then provide competitive prices for the product. The shop front format allows each seller/listing to have an individual digital shopfront, enabling better discovery for the vendor and quick and convenient price discovery for the user.

Going forward, revenue streams for the Search Plus business will primarily comprise digital advertising, vendor system roll-outs, booking and product sales, vendor subscription and shopfront digital space rental.

Consumers are gradually moving to portals where vertical/horizontal vendors offer value through transaction capability, deals, reviews and discounts, among others. We are certain that our Search Plus platform will not only add value, but also create a competitive edge for our business.

# A Convenience that's Unrivalled

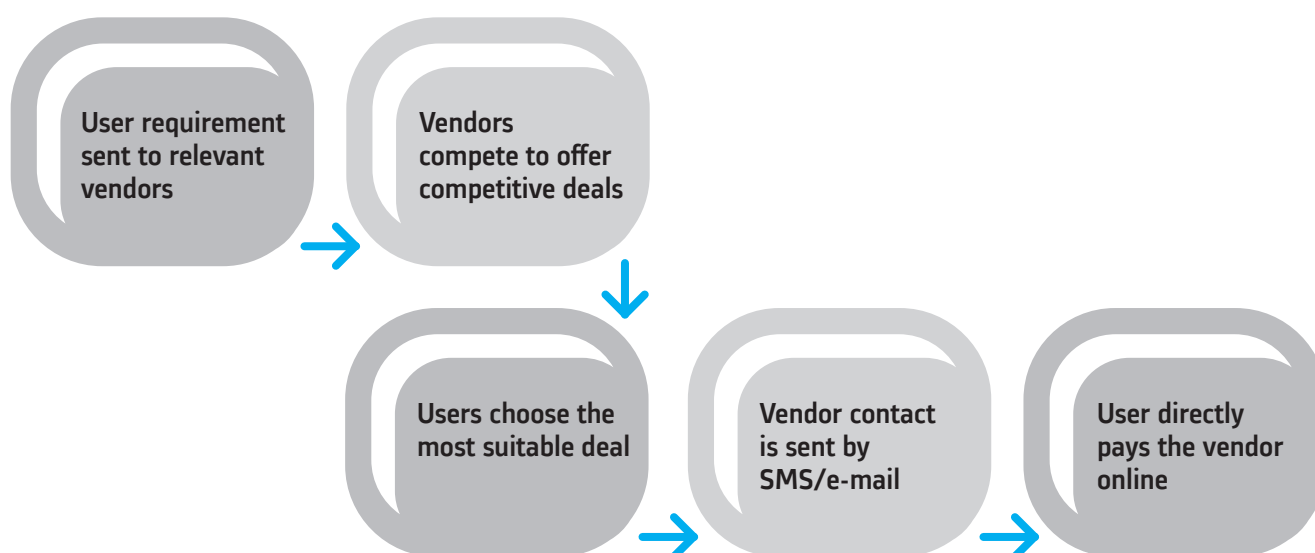


As a one-stop search destination, our objective is to reduce users' time. Our search platform allows us to cater to almost every day-to-day need, efficiently and in a hassle-free manner.

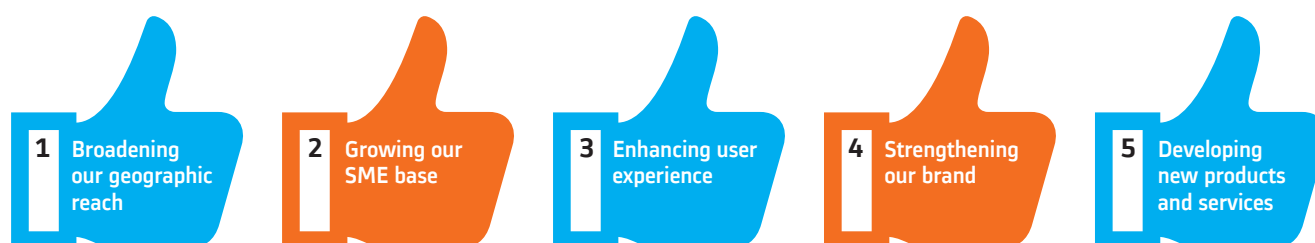
In addition to an expanded portfolio of services and products, we offer 'related search options', which further eases the search process. We enhance user engagement through innovative mobile applications with a unique social interface to tag friends, search and transact and rate and review. In addition, user community and reviews drive engagement with a special focus on friends' reviews and ratings.

Simultaneously, we provide vendors (mostly offline sellers and SMEs) a platform for increased prominence and online business visibility, evident through increasing business listings and paid campaigns.

## THE SEARCH+TRANSACTION PROCESS



Going forward, our business will benefit from identifying and leveraging key growth drivers. We continue to refine our value proposition to users and businesses alike, helping them make the offline to online shift. Our strategies for growth, therefore, rest on five key pillars:



We intend to help migrate 99% offline SMEs online, and let them benefit from the growing user community. In doing so, we will benefit from more paid campaigns, improved package pricing and upgraded contracts on the SME front. For our users, we will continue to introduce new categories, products and services and increase PC and mobile internet usage volume. Together, these will lead to enhanced brand awareness, while deepening and widening our coverage.

# A Growth Pace that's Impressive

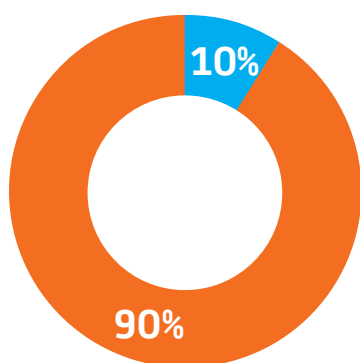


We are planning for our next stage of growth by monetizing our business model and leveraging technology, as well as our talent pool. As the e-commerce sector expands and the online community grows significantly, we are working to gain more insights about our customers.

Besides, we are enhancing our products and services to address varied requirements. And we are consistently investing in our workforce to ensure that the delivery of these products and services remain at par with industry best practices.

Our business model rests on the vast potential of the SME sector. According to Zinnov, a management consulting firm, India has over 48 million SMEs, of which eight to 10 million can grow quickly by advertising online. Our established presence in this sector will benefit us as we help small businesses increase their sales and visibility. Our business is monetized through paid advertisements across 11 large Indian cities, which contribute substantially to our campaigns. These cities account for 90% of total revenue, 70% of paid listings and 42% of the total listings. We expect the next phase of growth to come from Tier 2 and Tier 3 cities, where the paid-to-free listing ratio is 1.1%, compared to the overall ratio of 2.2%.

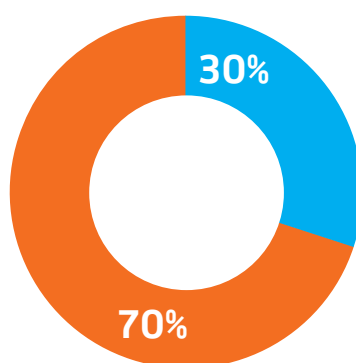
#### Revenue breakdown by cities



● Tier 2/3 cities ● Top 11 cities

Source: Company data

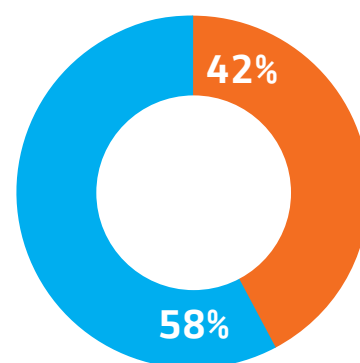
#### Paid listing breakdown by cities



● Tier 2/3 cities ● Top 11 cities

Source: Company data

#### Total listing breakdown by cities



● Tier 2/3 cities ● Top 11 cities

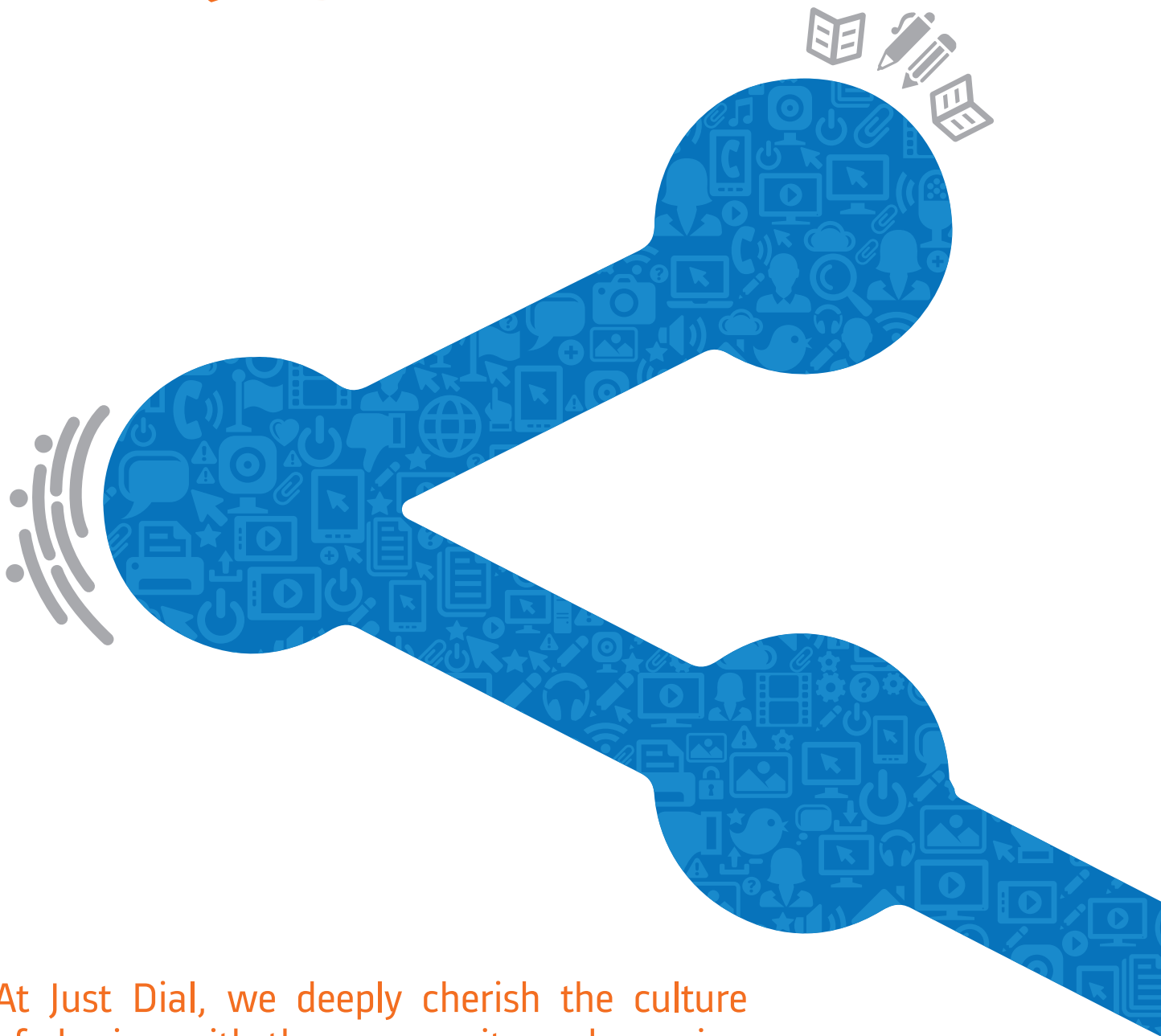
Source: Company data

In addition, paid advertisers pay fixed monthly or annual fees to run search-led advertising campaigns for their businesses on our platform. We also offer three types of premium memberships in Platinum, Diamond and Gold along with non-premium packages to determine priority of placement in search results.

Our robust technology framework ensures accuracy and quality of the data. Our database and search logic is built on strong analytics. We regularly monitor and update our information database. Our team also verifies the data collected, including location, images, videos and business categories. To ensure the authenticity and acceptability of the site, we monitor the system's infrastructure, internet and database continuously. Our open source platforms are powered by more than 900 servers for various intranet and extranet applications. These allow us to customize our technology infrastructure to provide instant and efficient service.

As a service-oriented company, we recognize the important role our teams play. We have 3,363 tele-sales executives, 1,193 feet on street selling to SMEs and 986 Just Dial Ambassadors (JDAs) to deliver our products and services pan India. Accordingly, we have initiated several initiatives, including multiple training programs to enhance productivity and keep our workforce motivated.

# A Commitment that's **Holistic**



At Just Dial, we deeply cherish the culture of sharing with the community and growing together. We support the cause of education and intend to make a marked difference towards the society.

We began by providing children of some of our employees, education in English medium schools. This enabled them to be at par with other children. Besides, this initiative will help them in gaining sustainable and quality employment when they grow up.

### Providing quality education

We have taken a definitive step towards supporting the growth and development of the community by adopting two schools in Mumbai. This initiative underlines the Company's commitment towards partnering with the society 'to help increase the level of achievement among children' by empowering them with basic knowledge.

We have adopted a school run by the Art of Living Foundation, Sri Sri Ravi Shankar Vidhya Mandir at Dharavi, Mumbai. The school is an English Medium school, aided by modern education techniques and comprises over 300 children from the nearby slums.

Just Dial provides for the operational costs of the entire functioning of this school and offers the necessary support and resource mobilization in many areas, including infrastructure, facilities support, monitoring and evaluation, providing computer and science laboratory equipment, as well as food and nutrition. The thrust of the project involves identifying, adopting and renovating public schools; thereby creating model institutions of learning for children.

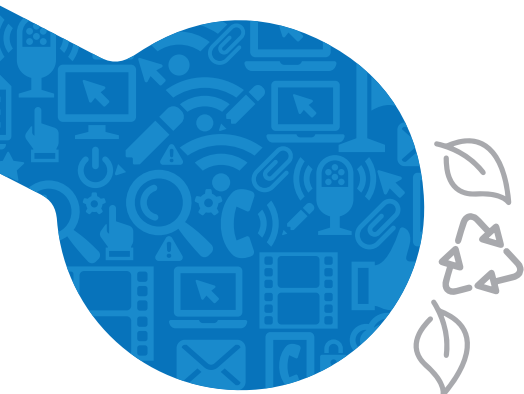
We also have made significant contributions towards the restoration of facilities at Swami Brahmanand Pratishthan Special School, Belapur. Just Dial's objective is to lessen the burden of poverty by imparting quality education to children and thus promoting and celebrating success stories within the society.

We contributed ₹ 7.30 million towards these educational causes in FY 2014-15.

### Other Social Causes

We organize social and environmental activities like collection drives for underprivileged children or calamity-struck communities, beach clean-up drives, tree plantation drives, and various other on-ground activities. To promote our 'Go-Green' motto, we participate in activities such as adopting a plant and raising it in office, giving eco-friendly gifts on special occasions, 'best out of waste' exhibitions to promote re-use of materials and eco-friendly idol making competitions.

We hope we are able to continue to create opportunities to serve society. In doing so, we also enable employees to actively participate in supporting social and environmental causes, by volunteering with us.



# The Board of Directors



## **B. ANAND**

### **Chairman and Independent Non-Executive Director**

Mr. Anand 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 around 28 years of experience in the fields of corporate finance, strategy and investment banking. Currently, he is 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**

Mr. Mani, the founder of Just Dial, has been associated with the Company since its incorporation. A visionary, Mr. Mani is also an experienced management professional with decades-rich experience in the field of media and local search services. Prior to the Company's incorporation, he co-founded 'Ask Me Services' and also worked with United Database India Private Limited. He is now engaged in exploring possibilities for technological innovation of the Company's business. Besides, he has also been responsible for adapting the Company's business model to suit changing market conditions. Mr. Mani is involved in the formulation of corporate strategy and planning, along with the overall execution and management of Just Dial. Besides, he also focuses on the Company's growth and diversification plans.



## **RAMANI IYER**

### **Whole-time Director**

Mr. Iyer, a co-founder of Just Dial was appointed as a Whole-time Director of the company w.e.f August 1, 2014. He holds a Diploma in Hotel Management from Delhi Institute of Management and Services and has around 22 years of experience. He was appointed as a Director of the company on October 28, 2005. Mr. Iyer has been associated with the Company since its incorporation and is responsible for its various functions, including business development and expansion, operations, strategic planning and execution.



## **V. KRISHNAN**

### **Whole-time Director**

Mr. Krishnan, a co-founder of Just Dial, has been serving as a Director of the Company since October 28, 2005. He has been associated with the Company since its incorporation, and has around two decades of experience in the field of strategic planning and execution. Mr. Krishnan has played a key role in business development & expansion, operations, strategic planning and execution.





## RAVI ADUSUMALLI

### Non-Independent, Non-Executive Director

Mr. Adusumalli has been associated with Just Dial 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.



## SANJAY BAHADUR

### Independent, Non-Executive Director

Mr. Bahadur was appointed as the Company's Director on August 2, 2011. He 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. Currently, he is 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.



## MALCOLM MONTEIRO

### Independent, Non-Executive Director

Mr. Monteiro was appointed as a Director of the Company on August 2, 2011. He 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.



## SHAILENDRA JIT SINGH

### Non-Independent, Non-Executive Director

Mr. Singh 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 15 years of experience in the field of investment and financial services. He is currently the Managing Director of Sequoia Capital India Advisors Private Limited. Prior to joining this Company in 2006, Mr. Singh was a strategy consultant at Bain & Company, New York.

# Management Team



## V. S. S. MANI

### Managing Director and Chief Executive Officer

Mr. Mani, the founder of Just Dial, has been associated with the Company since its incorporation. A visionary, Mr. Mani is also an experienced management professional with decades-rich experience in the field of media and local search services. Prior to the Company's incorporation, he co-founded 'Ask Me Services', and also worked with United Database India Private Limited. He is now engaged in exploring possibilities for technological innovation of the Company's business. Besides, Mr. Mani has also been responsible for adapting the Company's business model to suit the changing market conditions. He is also involved in the formulation of corporate strategy and planning, as well as the overall execution and management of Just Dial. Besides, he also focuses on the Company's growth and diversification plans.



## V. KRISHNAN

### Whole-time Director

Mr. Krishnan, a co-founder of Just Dial, has been serving as a Director of the Company since October 28, 2005. He has been associated with the Company since its incorporation, and has around two decades of experience in the field of strategic planning and execution. Mr. Krishnan has played a key role in business development & expansion, operations, strategic planning and execution.



## RAMANI IYER

### Whole-time Director

Mr. Iyer, a co-founder of Just Dial was appointed as a Whole-time Director of the company w.e.f August 1, 2014. He holds a Diploma in Hotel Management from Delhi Institute of Management and Services and has around 22 years of experience. He was appointed as a Director of the company on October 28, 2005. Mr. Iyer has been associated with the Company since its incorporation and is responsible for its various functions, including business development and expansion, operations, strategic planning and execution.



## SANDIPAN CHATTOPADHYAY

### Chief Technology Officer

Mr. Chattopadhyay has been associated with Just Dial since January 1, 2009. He holds a Bachelor's degree in Statistics from the Indian Statistical Institute, Kolkata, and a Post-graduate Diploma in Computer aided Management from the Indian Institute of Management, Kolkata. He has around 18 years of experience in the field of technology. Prior to joining Just Dial, he was associated with E Dot Solutions India Private Limited.



## RAMKUMAR KRISHNAMACHARI

### Chief Financial Officer

Mr. Krishnamachari has been associated with the 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 a CFA Charter Holder from the CFA Institute, USA and a Public Accountant, certified by the State Board of Accountancy, Delaware, USA. Mr. Krishnamachari has approximately 24 years of experience in the field of finance and accounting. Prior to joining Just Dial, he worked with Royal Sundaram General Insurance Allied Company Limited.



## KOORA SRINIVAS

### Deputy Chief Financial Officer

Mr. Srinivas has been associated with the Company since December 1, 1999. He holds a Bachelor's degree in Commerce from Osmania University, Hyderabad and a Masters' degree in Business Administration from Swami Ramanand Teerth Marathwada University, Nanded. He has around 15 years of experience in the field of finance and accounting.



## SHREOS ROY CHOWDHURY

### Chief Technical Architect

Mr. Roy Chowdhury has been associated with the Company since September 21, 2010. He holds a Master's degree in Physics from the Indian Institute of Technology, Kanpur. He has around 18 years of experience in the field of technology. Prior to joining Just Dial, he worked with Reliance Big Entertainment Private Limited.

## Corporate Information

### BOARD OF DIRECTORS

**Mr. B. Anand**

Chairman (Independent and Non-Executive Director)

**Mr. V. S. S. Mani**

Managing Director and Chief Executive Officer

**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](mailto:einward.ris@karvy.com)

Website: [www.karvy.com](http://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

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

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

### BANKERS TO THE COMPANY

**HDFC Bank Limited****Axis Bank Limited**

# Statutory Reports

28-91

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Management Discussion and Analysis

28

Directors' Report

38

Report on Corporate Governance

78

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# Management Discussion and Analysis

## ECONOMIC REVIEW

The global economy continued to expand during 2014 at a moderate and uneven pace registering a growth rate of 3.4%, at par with the growth in 2013. The prolonged recovery process from the global financial crisis remained an issue as countries tried to address post-crisis adjustments. Nevertheless, the underlying drivers for a gradual acceleration in economic activity in advanced economies—easing financial conditions, neutral fiscal policy in the Euro area, lower fuel prices, and improving confidence and labor market conditions—remains intact.

Growth in emerging markets and developing economies is projected to slow from 4.6% in 2014 to 4.2% in 2015. The slowdown reflects the dampening impact of lower commodity prices and tighter external financial conditions, particularly in Latin America and oil exporting countries, economic re-balancing in China, as well as economic distress related to geopolitical factors—particularly in CIS nations and some countries in the MENA region. In 2016, growth in emerging markets and developing economies is expected to pick up, reaching 4.7%, largely on account of the projected improvement in economic conditions of distressed economies, including Russia and some economies in the Middle East and North Africa.

In India, improving economic parameters was led by a 7.4% GDP growth (under the revised methodology) rate and moderate CPI inflation at 6.2% during the year. Agriculture and allied sectors grew at 1.1% while growth in the industrial and service sectors were 5.9% and 10.6%, respectively. Factors like the steep decline in oil prices, increasing FDI, improved business sentiment and the impact of progressive initiatives of Government at the centre bode well for economic growth.

The global economy is expected to grow at a moderate pace in the near term. Factors such as softening commodity prices and persistently low interest rates in major economies, will support global growth momentum, especially by offsetting some of the headwinds to growth in oil-importing developing economies, the weak world trade poses a downside risk to growth. According to IMF's World Economic Outlook (WEO) global growth is estimated at 3.3% in 2015 and 3.8% in 2016. In India, improving macroeconomic fundamentals and reform measures by policymakers have infused a sense of optimism in the economy. Accordingly, the IMF expects the economy to register a 7.5% growth in 2015 (compared to 7.3% in 2014).

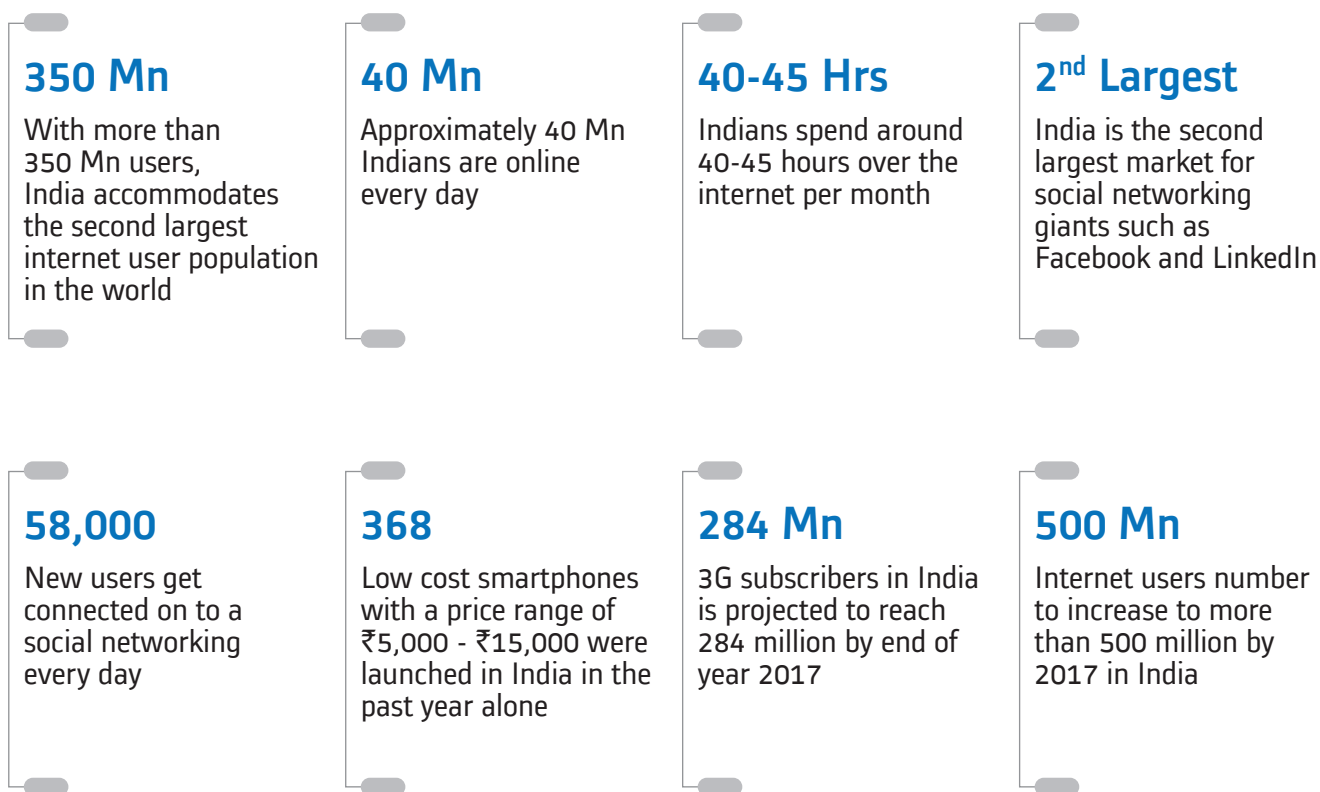
## INDUSTRY OVERVIEW

The online industry has witnessed remarkable growth over the past few years, leading to an expanded user base and rising online transactions. With over 350 million internet users in the country, the trend of going online for most needs from bill payment, ticket booking, shopping, to even tax filings has catalyzed the industry. While the urban market has not reached its saturation point yet, non-metros and rural regions are expected to drive internet growth. The advent of low cost smartphones coupled with low mobile tariffs have empowered consumers, resulting in increased use of data connectivity on a regular basis. During the year, around 4.4% of the total rural population used a mobile device to access the internet, a eleven-fold increase from just three years ago. Moreover, the Active Internet User (AIU) base in rural India was 6.7% of the overall rural population of 905 million and accounted for 61 million users.



According to IMF's World Economic Outlook (WEO) global growth is estimated at 3.3% in 2015 and 3.8% in 2016. In India, the IMF expects the economy to register a 7.5% growth in 2015 (compared to 7.3% in 2014).





In sectors such as entertainment, only 5% of the audience are currently impacted by the digital wave, whereas in the travel industry, the impact is slightly larger at 8%, creating a significant upside for the industry. SME business can also benefit from the online industry, which offers targeted, cost-effective customer acquisition and opportunities for market expansion. India's Internet economy is at an inflection point. With the right actions, it can triple to USD 200 billion in the next 5 years with significant benefits for consumers, business and society. Key essential elements requiring attention to unlock the marked potential are:

- Ensuring affordable access through universal network reach and affordable data enabled devices/internet plans
- Facilitating digital transactions and easing payments, potentially through new instruments like mobile wallets
- Developing a regulatory framework which will facilitate content development and not hinder the growth of the industry, specifically, reviewing the IT Act, the Copyright Act and the online distance education regulations
- Creating an internet governance mechanism that enables all the stakeholders to function effectively
- Enabling entrepreneurial ventures through ease of financing, mentorship programmes and developing a strong digital work force
- Digitally educating and enabling SMEs to augment and gain from internet usage
- Creating a local language internet to tap potential of Tier 2 and 3 cities

(Source: Boston Consulting Group)

Smartphones in India are getting cheaper (USD)

Karbonn		42
LG		48
Micromax		54
Lava		60
Samsung		68
Nokia		80
Sony		81

Note: INR/USD at 63x, prices as of June 15

Source: Flipkart, Barclays Research

Driving 3G subscriber base (Mn)

1QFY13		9
2QFY13		15
3QFY13		18
4QFY13		22
1QFY14		23
2QFY14		25
3QFY14		31
4QFY14		37
1QFY15		45
2QFY15		55
3QFY15		63
4QFY15		71

Source: Barclays Research estimates

## E-COMMERCE

The e-commerce sector has seen unprecedented growth in 2014. With 893 million wireless subscribers, India is positioned as the second largest wireless market, globally. Growth has been driven by rapid technology adoption led by the increasing use of devices such as smartphones and tablets, and access to the internet through broadband and 3G, among others, which led to an increased online consumer base. The overall wireless market is expected to expand at CAGR of 43% by 2020 with e-commerce expected to account for 74% of the market.

### The e-Commerce ecosystem

- Online travel, ticketing - Ticketing for air, rail, bus, movies, events
- Online retail - Retail products sold through online route
- Online marketplace - Platform where sellers and buyers transact online
- Online deals - Deals purchased online, redemption may or may not happen online
- Online portals classified - Includes car, job, property and matrimonial portals

### E-Retail opportunities

India's overall retail opportunity is substantial, and coupled with a demographic dividend (young population, rising standards of living and upwardly mobile middle class) cheaper smartphones and rising internet penetration; strong growth in e-commerce is expected. From an investment perspective, the market is a primarily minority stake market, with maximum pull in early-stage deals.

The increasing involvement of vendors has resulted in near-doubling of sales in the recent past. The emergence and subsequent acceptance of marketing strategies like Cash on Delivery, easy exchange, among others, have fueled e-commerce growth.

Apart from online ticket reservations and apparel, users have moved on to reservation of hotels, restaurants, movie tickets, play tickets and a variety of other options which make it easy to pre-book things and enjoy the convenience. Discounts and heavy sale offerings have also made this sector a lucrative arena for business. (Source: India Internet Vendor Survey)



## INDUSTRY GROWTH DRIVERS

### Mobile to be the most influential aspect of e-commerce

With mobile apps being developed by most e-commerce websites, smartphones are increasingly replacing PCs for online shopping. According to industry players, over 50% of the orders are being placed through mobile apps, which is not only leading to substantial customer acquisition but also building customer loyalty for various brands. However, most mobile transactions so far are for entertainment, such as booking movie tickets and music downloads.

### More business coming from smaller towns

E-commerce is increasingly attracting customers from Tier 2 and 3 cities, where people have limited access to brands but have high aspirations. According to e-commerce companies, these cities have seen a 30% to 50% rise in transactions.

### Enhanced shopping experience

Besides general online shopping, customers are also shopping online for weddings and festivals, due to a wider range of products being offered and aggressive advertisements. The free and quick shipment of products, wider variety, along with the ease of shopping online compared to in-store shopping, is also helping e-commerce gather momentum. Further, e-commerce companies are doing rapid business due to discounts and sales.

Television and social media, particularly Facebook, are playing a proactive role in promoting e-tailing through aggressive advertisements. This has helped several e-commerce companies build substantial brand image.

### Exclusive partnerships with leading brands

Over the year or so, there has been a trend of exclusive tie-ups between e-tailers and established boutiques, designers, and high-end lifestyle and fashion brands.

### Expanding the product basket

There is a recent trend of relatively newer products such as grocery, hygiene, and healthcare products being purchased online. Similarly, lingerie and Indian jewelry have also been in great demand among customers outside India. Export comprises 95% of cross-border e-commerce, with the US, UK, Australia, Canada and Germany being the major markets.

### Increased card transactions

The ease of carrying debit and credit cards and the enhanced security measure have impacted the use of cards significantly in India. Noted as a sign of social status in the past, going cashless has become a necessity today. Card transactions have increased by a CAGR of 21% over the last 7 years recording a total transaction value of ₹ 1,540 billion in 2014.

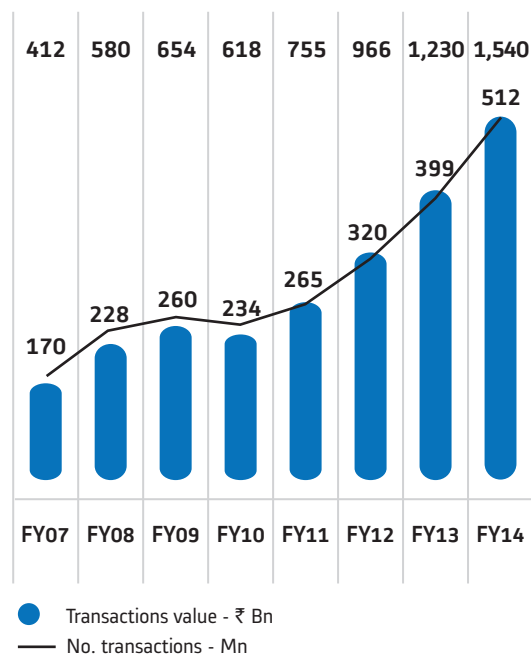


With 893 million wireless subscribers, India is positioned as the second largest wireless market, globally. The overall wireless market is expected to expand at CAGR of 43% by 2020 with e-commerce expected to account for 74% of the market.



Card transactions are rising strongly

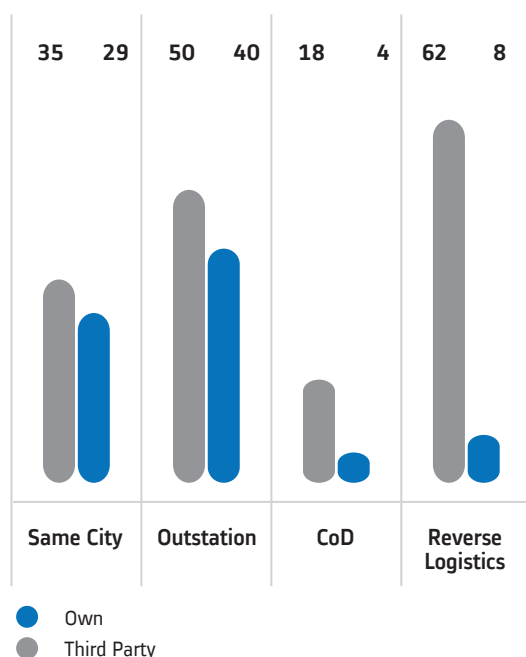
Transaction value CAGR is 21% over FY07-14



Source: Reserve Bank of India, Barclays Research

Focus on in-house logistics by e-commerce players is needed due to cost effectiveness over Third Party players

₹/parcel



Source: Delhivery, Barclays Research

### Government support

The Indian government's ambitious Digital India project and the modernisation of India Post will also affect the e-commerce sector. The Digital India project aims to offer a one-stop shop for government services that will have the mobile phone as the backbone of its delivery mechanism. The programme will give a strong boost to the e-commerce market as bringing the internet and broadband to remote corners of the country will give rise to an increase in trade and efficient warehousing and will also present a potentially huge market for goods to be sold.

For India Post, the government is keen to develop its distribution channel and other e-commerce related services as a major revenue model going ahead, especially when India Post transacted business worth ₹ 280 crore in the cash-on-delivery (CoD) segment for firms such as Flipkart, Snapdeal and Amazon. Both these projects will have significant impact on increasing the reach of e-commerce players to generally non-serviceable areas, thereby boosting growth.

### BUSINESS REVIEW

Just Dial Limited (Just Dial) is India's leading local search related provider. Its 'Search Plus' Services are aimed at making several day-to-day tasks convenient, actionable and accessible to 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 fulfil transactions among consumers and SMEs.

### Efficient and profitable Business model

- Negative working capital and positive free cash flow, ensuring that the Company can promote its new products (Search Plus services and marketplace)
- Paid Advertisers primarily across 11 large Indian cities (Contribute to approximately 90% of the Company's revenues)
- Paid Advertisers pay fixed monthly/weekly or annual fees to run search-led advertising campaigns for their businesses on Just Dial's platform
- Two types of paid memberships: Premium (Top 3 positions) and non-premium packages which determine priority of placement in search results
- Just Dial also runs multiple city campaigns for pan-India customers
- 3,363 tele-sales executives and 1,193 'feet on street' and 986 Just Dial Ambassadors selling to SMEs

### 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

Features like predictive auto-suggest, maps and directions, ratings and reviews and search by Category, Company and Product adds to an enhanced user experience. 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 has mobile applications across the operating platforms like Android, iOS, Windows and Blackberry. Since launch, these apps have been downloaded more than 5.8 Million times till March 31, 2015. 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 (<http://t.justdial.com> or <http://wap.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, Noida, Hyderabad, Kolkata, Mumbai and Pune.

## SEARCH PLUS

In order to make the search process more convenient and intuitive Just Dial introduced the Search Plus service to align with the requirements of users. Search Plus marks Just Dial's shift from being a local search provider to becoming a platform to enable transactions between users and SMEs. The platform will augment its core business.

The services provided on this platform 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 business network across every pin code and is popularizing Search Plus transactions on the basis of a free trial. Just Dial intends to develop a technology platform to enable users to search and transact simultaneously, which is both, economical and efficient for the user.

The Company's mobile application enables deepened engagement with users through tags, ratings and reviews ensuring trust. Currently, the Company has 25 Search Plus services which extend from ordering groceries online to scheduling a doctor's appointment and also booking a table at a restaurant.

### 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 38% in user ratings and reviews across categories on its portal from 37 Million ratings and reviews in FY 2013-14 to over 51 million ratings and reviews in FY 2014-15. In addition to this, with social features like 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 day-to-day needs of the users.

### 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 Just Dial as the perfect advertising platform at the micro level and 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 27% from 11.8 Million in FY 2013-14 to 15 Million listings in FY 2014-15 and these establishments enjoy access to users and potential buyers.



**Search Plus marks Just Dial's shift from being a local search provider to becoming a platform to enable transactions between users and SMEs.**



### Ensuring Data Integrity and Quality

The Company ensures its database is updated with relevant information on all businesses. 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, images, videos and category of each business) is periodically verified by the database team. The Company simplified the searches on its database through an innovative Geo-Coding tagging process that facilitates location-based searches.

## OPERATIONAL REVIEW

### Sales and Marketing

The Company's pan-India operation is supported by a strong sales and marketing team consisting of Tele-sales executives, Feet-On-Street and Just Dial Ambassadors. The Company conducts 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 SMEs, with customized membership packages to create a cost-effective platform for the SMEs to expand their businesses.

### Marketing and business development

The Company advertises regularly 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. Besides this, the Company has created a team of marketing executives called 'Just Dial Ambassadors'. These executives educate the SMEs about Just Dial's range of services, collect data from SMEs and market the Just Dial brand. The Company has seen a growth of 26% in paid campaigns from 262,150 in FY 2013-14 to 331,200 in FY 2014-15.

## 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 operation and management of assets. The Company has an in-house team of technology experts with wide industry experience. The team develops new software applications for daily business needs.

The systems infrastructure, internet and database are secured at IDC plus all centres and are continuously monitored by a strong engineering support team. The open source platforms are powered by more than 900 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 timeframe.

## 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 FY 2014-15, 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.

### 5 years' Financial Performance as per standalone Financials

₹ Million

	<b>FY 2014-15 Audited</b>	<b>FY 2013-14 Audited</b>	<b>FY 2012-13 Audited</b>	<b>FY 2011-12 Audited</b>	<b>FY 2010-11 Restated</b>	<b>5-year CAGR</b>
Revenue from operations	5,897.98	4,612.93	3,627.68	2,620.61	1,839.33	33.82%
Other income	488.55	399.49	136.43	131.54	37.27	90.27%
Total income	6,386.53	5,012.42	3,764.11	2,752.15	1,876.60	35.82%
Profit before tax	1,905.42	1,648.56	984.28	715.74	422.97	45.69%
Profit after tax	1,388.90	1,206.08	684.57	505.81	288.25	48.16%

Revenue (from search and other related services) increased by 27.86% from ₹ 4,612.93 Million in FY 2013-14 to ₹ 5,897.98 Million in FY 2014-15. The increase in revenue demonstrates the popularity of our platform among SMEs which enables them to reach a wider audience. We continue to be the most popular and dominant platform for local search among the user community. This fact is reflected in the number of advertisers and, as a consequence, our revenue.

Other income increased by 22.29% from ₹ 399.49 Million in FY 2013-14 to ₹ 488.55 Million in FY 2014-15 primarily due to increase in profit from sale of non-current investments. The current investments are disposed and reinvested in more efficient investment portfolios on an ongoing basis.

The total income increased by 27.41% from ₹ 5,012.41 Million in FY 2013-14 to ₹ 6,386.53 Million in FY 2014-15 representing the overall growth in business during FY 2014-15.

Profit before tax and exceptional items increased by 15.58% from ₹ 1,648.56 Million in FY 2013-14 to ₹ 1,905.42 Million in FY 2014-15. The operating leverage of the Company is reflected by the increase in the operating profit which has grown from ₹ 1,421.98 Million in FY 2013-14 to ₹ 1,657.86 Million in FY 2014-15.

Profit after tax for the year increased by 15.16% from ₹ 1,206.08 Million in FY 2013-14 to ₹ 1,388.90 Million in FY 2014-15.

The Company has seen increase in cash flows from operations by 39% from ₹ 1,330.36 Million in FY 2013-14 to ₹ 1,846.53 Million in FY 2014-15.

Basic Earnings per share increased to ₹ 19.76 in FY 2014-15 as compared to ₹ 17.23 in FY 2013-14 despite the increase in the average weighted number of shares from 69.99 Million shares in FY 2013-14 to 70.28 Million in FY 2014-15. Diluted Earnings per share increased to ₹ 19.62 in FY 2014-15 as compared to ₹ 17.11 in FY 2013-14.

## 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 unearned revenue has increased to ₹ 2,102.29 Million in FY 2014-15 from ₹ 1,618.41 Million in FY 2013-14 demonstrating the faith reposed by customers on an ongoing basis as a result of the premium quality services provided by the Company.

#### Other income

The profit from sale of current and non current investments has increased to ₹ 348.66 Million in FY 2014-15 from ₹ 348.19 Million in FY 2013-14 due to gain on sale of mutual funds and bonds. The interest income from non current investments has increased to ₹ 130.01 Million in FY 2014-15 from ₹ 30.48 Million in FY 2013-14. The Company switches out its investments from funds based on performance of such funds and reinvests the amount in other funds to optimise the yield on current investments. The profit from sale of current investments is a result of this strategy.

#### Employee benefit expense

The employee benefits expense increased by 35.01% from ₹ 2,287.00 Million in FY 2013-14 to ₹ 3,087.72 Million in FY 2014-15 primarily due to increase in employee strength. 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 has increased to 68.91% in FY 2014-15 from 67.99% in FY 2013-14. The employee benefits expense as a percentage of total revenue has increased from 45.63% in FY 2013-14 to 48.35% in FY 2014-15. The number of employees has increased to 9,533 employees in FY 2014-15 from 8,543 employees in FY 2013-14.

#### Finance costs

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

#### Depreciation and amortization expense

The depreciation and amortization expense has increased by 39.38% from ₹ 172.91 Million in FY 2013-14 to ₹ 241.00 Million in the FY 2014-15. The Company has been investing in upgradation and expansion of infrastructure and has invested ₹ 134.72 Million (About 21% of the total outlay) on Information Technology and ₹ 10.24 Million (about 2% of the total outlay) on increase and upgradation of the technology required for conducting efficient operations. 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 27.49% from ₹ 903.94 Million in FY 2013-14 to ₹ 1,152.40 Million in FY 2014-15. The increase in other expenses is due to increase in communication costs, database and content charges, power and fuel, rent charges, and advertising.

#### Income Taxes

The Income Tax provision increased from ₹ 442.48 Million in FY 2013-14 to ₹ 516.51 Million in FY 2014-15, primarily due to increase in profits. The effective tax rate for (Income Tax) has increased from 26.84% in FY 2013-14 to 27.11% in FY 2014-15 primarily due to increase in profits.

#### Current investments

The Company has substantial liquid cash reserves to support the growth of its business. The Company's investments in mutual funds have increased from ₹ 4,709.92 Million in FY 2013-14 to ₹ 7,496.28 Million in FY 2014-15. The Company has also invested in tax free bonds of ₹ 225.44 Million in FY 2014-15 as compared to ₹ 1,547.08 Million investment in tax free bonds in FY 2013-14. The Company has deployed its current investments in debt based mutual funds and tax free bonds to attain a balance between returns and preservation of capital. The funds are available for redemption as per the fund requirements of the Company.

### OPPORTUNITIES AND THREATS

#### Opportunities

##### Favorable demographics in India

According to McKinsey, the country's income pyramid is expected to change, with India's middle class (i.e. households with annual income of between ₹ 200,000 to ₹ 1,000,000) expected to grow tenfold to 583 million people by 2025. The rising level of disposable incomes coupled with a primarily young populace means that India is more open to the idea of going digital with increased online transactions and high adoption rates for new technology.

##### The switch to mobile internet

The rapid and widespread adoption of mobile devices aided by fall in prices of 3G data tariffs and smartphones, makes it easier to serve hyper local, location-based content to users.

##### Changing lifestyles

Busier lifestyles, urban traffic congestion and lack of time for offline shopping mean that consumers are going to explore and exploit online mediums soon. In this case, since our model revolves around instant gratification and 'online to offline' shift – we potentially have a consumer base that needs these services.

##### Real-time price discovery

Price discovery of products remains a key value proposition. We intend to provide this feature to our users via our unique model, which in turn will be beneficial for users and paid advertisers alike.

##### No-inventory based model

The lower prices thanks to the no-inventory based model we follow will aid in effectively competing in this challenging landscape.

## Threats

### Lack of growth and scalability

Our failure to manage our growth and scalability or adapt to technological developments or industry trends could affect the performance and features of our products and services and reduce the attractiveness of our platform to users and paid advertisers. As our operations grow in scope and size, either through new product offering or expansion into new markets in India, we must continuously improve, upgrade, adapt and expand our systems and infrastructure. We also need to offer enhanced services, features, and functionality ahead of rapidly evolving consumer demands to our users and paid advertisers. These initiatives need to be in focus while maintaining the reliability and integrity of our systems and infrastructure in a cost-efficient and competitive manner. Execution is going to be a key area, especially in the Search Plus domain where consumer experience is critical; our inability to execute well might hinder the overall brand pull.

### User dependency on search engines

We may not be able to reduce our dependency on search engines to direct users to our website. In addition, the world's largest search engine - Google - has been present in India for many years, providing search and navigation services. Any new offering in local search by Google will impact us.

### Competition from vertical players

There is a proliferation of many vertical specific players that are heavily funded by Private Equity firms and engage in aggressive advertising. Any intensified competition will impact the overall demand from users for these verticals and may impact our share of the pie adversely.

### Reduced brand awareness

We believe that brand recognition is important for our business due to relatively low barriers to entry in our market. As the market becomes increasingly competitive, maintaining and enhancing our brand will become critical to ensure that we continue to remain one of the leading local search services providers. Also, any negative publicity about us or our products and services, especially when we face intense and increasing competition, could harm our brand reputation and consequently our business.

### Misuse of service platforms

If our service platforms are misused, it could lead to user dissatisfaction and discourage the use of our products and services and have a material adverse effect on our business and reputation.

### Reliance on SMEs

Our business may be materially and adversely affected by our reliance on SMEs as our target paid advertisers.

### Lack of high speed data infrastructure growth

The lack of growth in proliferation of adequate high speed (3G and above) 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 our 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.

Risk	Mitigation Strategy adopted
Inability to maintain efficient technology and sound infrastructure to provide services with increasing geographic presence	<ul style="list-style-type: none"> <li>Continuously upgrades and monitors its systems, infrastructure and technologies for the diversity of its services.</li> <li>This helps the Company to deliver quality, uninterrupted service and unmatched customer satisfaction.</li> <li>State-of-the-art technology platform, enabling a fast, efficient and user friendly information service for its users.</li> </ul>
Inability to provide improvised services to enable customers to search and also get assistance in transactions	<ul style="list-style-type: none"> <li>Data integrity and seamless delivery of goods and services</li> <li>Launched new, innovative, simpler and faster ways to disseminate information for its users.</li> <li>Adding new products and extending the array of categories for the Search Plus services In the process of upgrading itself as an enabler to allow users to complete bookings or purchases in addition to search results. And provide them with value adds like friends' ratings and reviews.</li> </ul>

Risk	Mitigation Strategy adopted
Inability to expand operations into newer regions	<ul style="list-style-type: none"> <li>• The Company's advertiser base primarily is spread across 11 main cities in India, Just Dial is now actively entering about 25-30 Tier II &amp; Tier III cities to capture the markets therein. Also expanding Just Dial brand to capture newer opportunities. The Company has an evangelist programme, termed as Just Dial Ambassadors (JDAs), which educates SMEs about the power of internet and the benefits of getting listed with the Company.</li> </ul>
High Mortality and churn rate of SME customer base and dependence on SME clients for Search Plus app	<ul style="list-style-type: none"> <li>• Wide range of membership packages for listing.</li> <li>• With a large base of SME listings, it has developed and expanded its categories into finer details to create additional and customised searches for its listing partners.</li> <li>• Builds a direct connect with SME base by educating and explaining them the benefits of running campaigns and advertising with the Company.</li> </ul>
Inability to counter competition from other local and larger players like Google and other specialized players	<ul style="list-style-type: none"> <li>• Clear leadership in local search with strong brand recall, leadership in voice searches and leader in internet/mobile local search category.</li> <li>• Strong SME database.</li> <li>• Initiation of Search Plus services, 218 Million unique visitors in addition to 51 Million ratings across various listings.</li> <li>• Corporate website ranked 40<sup>th</sup> among the top websites in India.</li> <li>• Efficient advertising platform and a quality lead generation program as compared to other traditional marketing mediums for SMEs and it also provides a measurable metrics of performance.</li> </ul>

## HUMAN RESOURCE MANAGEMENT

The Company recognizes the importance of its human capital. Being a growth oriented and progressive organization, it recognizes the importance of professionalism. The Company has embarked on several human resource initiatives to enhance the productivity of the organization and each individual. Nurturing people is a key organizational 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 organization 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 AND 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 categorized 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 domestic auto industry, competition, rise in input costs, exchange rate fluctuations, and significant changes in the political and economic environment in India, Environmental standards, tax laws, litigation and labor relations.



# Directors' Report

Dear Members,

We, the Directors of Just Dial Limited, (the "Company") are delighted to present 21<sup>st</sup> Annual Report along with the audited accounts of the Company for the year ended March 31, 2015 (the "Report").

## 1. FINANCIAL HIGHLIGHTS

₹ in million

Particulars	2014-2015	2013-2014
<b>Revenue from Operations</b>	<b>5,897.98</b>	<b>4,612.93</b>
Other Income	488.55	399.49
<b>Total Revenue</b>	<b>6,386.53</b>	<b>5,012.42</b>
<b>Profit/Loss before depreciation</b>	<b>2,146.41</b>	<b>1,821.47</b>
Less: Depreciation	241.00	172.91
<b>Profit Before Tax</b>	<b>1,905.41</b>	<b>1,648.56</b>
Less: Provision for tax	516.51	442.48
<b>Profit After Tax</b>	<b>1,388.90</b>	<b>1,206.08</b>
Add: Balance brought forward	2,031.21	1,109.88
<b>Balance Available for Appropriation</b>	<b>3,420.11</b>	<b>2,315.96</b>
<b>Less: Appropriation</b>		
Proposed Final Equity Dividend	140.99	140.30
Tax on Proposed Final Equity Dividend	28.70	23.84
Transferred to General Reserve	138.89	120.61
Depreciation adjustment (net of deferred tax)	6.11	-
<b>Closing Balance</b>	<b>3,105.42</b>	<b>2,031.21</b>

## 2. STATE OF COMPANY'S AFFAIRS, BUSINESS OVERVIEW AND FUTURE OUTLOOK

The revenue from the operation has increased by about 27.86% on accrual basis to ₹ 5,897.98 million in the year ended March 31, 2015 as compared to ₹ 4,612.93 million in the year ended March 31, 2014.

The Company's earnings before interest, depreciation and taxes (EBITDA) margin stands at 33.61% of the total income in the year ended March 31, 2015. The profit before tax (PBT) of the current year increased by 15.58% to ₹ 1,905.41 million as compared to ₹ 1,648.56 million for the preceding financial year.

The Company's profit after tax (PAT) of the current year increased by 15.16% to ₹ 1,388.90 million as compared to ₹ 1,206.08 million for the preceding financial year.

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

In continuation of earlier trend of declaring cash dividend, your Directors have recommended a dividend of ₹ 2/- per equity share for the financial year ended March 31, 2015 for the approval of shareholders at the ensuing Annual General Meeting.

The total outflow for the year on account of dividend and tax thereupon will be ₹ 169.69 million (inclusive of tax of ₹ 28.70 million) compared to ₹ 164.14 million (inclusive of tax of ₹ 23.84 million) for preceding financial year.



#### 4. TRANSFER TO RESERVE

To signify and affirm the financial strength, the Company has transferred ₹ 138.89 million to its general reserve for the financial year ended on March 31, 2015, as compared to ₹ 120.61 million for preceding financial year.

#### 5. DEPOSIT

During the year under review, the Company has not accepted any deposits within the meaning of Chapter V 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. SUBSIDIARY COMPANY

The Company did not have any subsidiary, joint venture or associate company at the beginning of the financial year, however, Just Dial Inc., USA has become a subsidiary of the Company w.e.f. October 1, 2014.

#### 7. CONSOLIDATED FINANCIAL STATEMENT

The audited consolidated financial statement, pursuant to Section 129 of the Companies Act, 2013 and Accounting Standard (AS) 21 on Consolidated Financial Statements has been provided in the Annual Report.

A statement containing salient features of the financial statement of subsidiary in accordance with the first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 in the prescribed form AOC – 1 is annexed as **Annexure – 1** of this report.

#### 8. SHARE CAPITAL

- The authorised share capital of the Company is ₹ 1,01,20,00,000/- divided in to 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.
- The paid-up share capital of the Company has increased from ₹ 701.51 million to ₹ 704.93 million, during year under review, pursuant to allotment of 3,42,195 Equity Shares of ₹ 10/- each to the employees of the Company upon exercise of options granted to them under the ESOP Scheme, 2010.
- 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. AWARDS & RECOGNITIONS

The Company has been awarded a "Plaque" for Excellence in Financial Reporting for the financial year 2013-14 by the Institute of Chartered Accountants of India.

#### 10. 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 Director as on March 31, 2015.

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

During the year under review, the members have approved the following appointments on the Board of the Company:

- Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur, as Independent Directors, who are not liable to retire by rotation.
- Mrs. Anita Mani, as a Woman Director, in pursuance of the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
- Mr. Ramani Iyer, as a Whole-time Director, w.e.f. August 1, 2014.

##### b. Directors Retiring by Rotation

In terms of Section 152 of the Companies Act, 2013, Mr. V. Krishnan having the longest term in office 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 Clause 49 of the Listing Agreement 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 the following Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

1. Mr. B. Anand;
2. Mr. Malcolm Monteiro; and
3. Mr. Sanjay Bahadur

Pursuant to Clause 49 of Listing Agreement the Company has framed a familiarisation programme for its Independent Directors, the details of the same are available at Company's Website at <http://cms.justdial.com/investor-relations/policies>.

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

Mr. V. S. S. Mani, Managing Director and Chief Executive Officer; 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 were already in office before commencement of the Companies Act, 2013.

Mr. Ramani Iyer, was appointed as Whole-time Director of the Company w.e.f. August 1, 2014 and being considered as key managerial person as per the provisions of the Companies Act, 2013 from that date. None of the key managerial personnel has resigned during the year under review.

**11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

6 (Six) 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.

**12. 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.

**13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company has in place a policy 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 **Annexure – 2** and forms part of this Report.

The Nomination and Remuneration Policy is available at <http://cms.justdial.com/investor-relations/policies>.

**14. PERFORMANCE EVALUATION OF THE BOARD**

The Company has engaged a consultant for advising on the criteria and process for evaluation of its Board, its Committees and individual Directors and a structured questionnaire was prepared after taking into consideration inputs received from the 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.

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.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Individual Directors 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.

**15. 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   |

#### Nomination and Remuneration Committee

- |                          |          |
|--------------------------|----------|
| 1. Mr. Malcolm Monteiro, | Chairman |
| 2. Mr. Sanjay Bahadur,   | Member   |
| 3. Mr. Ravi Adusumalli,  | Member   |

#### 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   |

#### 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.

### 16. CORPORATE SOCIAL RESPONSIBILITY( CSR)

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has formed Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to the CSR Committee and an Annual Report on CSR Activities forms part of this Report as **Annexure - 3**.

The Corporate Social Responsibility (CSR) Policy is available at <http://cms.justdial.com/investor-relations/policies>

### 17. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the listing agreement is presented in a separate section and forming part of this Annual Report.

### 18. CORPORATE GOVERNANCE

Your Directors act as trustees of the shareholders and are committed to achieve the highest standards of corporate governance and adhere to various corporate governance requirements. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement 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 Clause 49 of the Listing Agreement, is annexed to this Report.

### 19. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

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. The whistle blower policy is available at the link: <http://cms.justdial.com/investor-relations/policies>.

### 20. STATEMENT ON RISK MANAGEMENT POLICY

During the year, your Directors have constituted a Risk 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 organisation faces such as strategic, financial, market, security, operational, personnel, IT, legal, regulatory, reputational and other risks.

The Risk 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.

### 21. 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 purchased 100% holding of Just Dial Inc. USA, for a consideration of ₹ 44,67,964/- and 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. 13 of the standalone financial statements).

## 22. 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 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 **Annexure – 4** and forms part of this report.

## 23. 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.

## 24. LISTING

The Equity Shares of the Company are listed on National Stock Exchange of India Limited, BSE Limited and Metropolitan Stock Exchange of India Limited.

## 25. AUDITORS

### (a) Statutory Auditor

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai, has been appointed as Statutory Auditors 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.

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 Auditors 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 Auditors.

The Statutory audit report does not contain any qualification, reservation or adverse remark or disclaimer, except Clause (iv) and Clause (vii) (b) of the annexure to auditor's report. The comments by auditors in Clause (iv) of the annexure to auditor's report and note 27(B) to the financial statements in relation to Clause (vii) (b) are both self-explanatory and do not call for any further comments.

### (b) Secretarial Auditor

The Board has appointed V. B. Kondalkar & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as **Annexure – 5** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## 26. 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, 2015 and the date of Directors' Report, i.e. May 29, 2015.

## 27. 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.

## 28. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

(A) 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 **Annexure - 6**.

(B) 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 **Annexure - 7**.

(C) Neither the Managing Director nor Whole-time Directors of the Company receive any remuneration or commission from its subsidiary.

## 29. 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, 2015 with the Company:

- A. unclaimed and unpaid dividend of ₹ 16,08,036/-
- B. Unclaimed share application money pending for refund of ₹ 7,52,461/-.

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.

## 30. 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 new office space as well as at renovated office space.
  - b) Rationalisation of usage of 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, there is no requirement to utilise the 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 requirements 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 incurred an expenditure to the extent of ₹ 66.5 million 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:

Amount in ₹

Sr. No.	Particulars	2014-15	2013-14
1	Travelling and Conveyance	19,37,005	10,43,963
2	Internet and Server Charges	2,99,61,494	18,48,254
3	Advertising and Sales Promotion	55,12,726	60,47,206
5	Database and Content Charges	14,68,845	17,51,964
	<b>Total</b>	<b>3,88,80,069</b>	<b>1,06,91,387</b>

### 31. 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 at March 31, 2015 forms part of this report as **Annexure-8**.

### 32. 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 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013 read with Rules framed there under may be viewed at <http://cms.justdial.com/investor-relations/policies>.

### 33. 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 Guidelines.

The Company has granted 5,90,112 options under ESOP schemes during the year under review.

The applicable disclosures as stipulated under the SEBI Guidelines as on March 31, 2015 (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 provided in **Annexure-9, Annexure-10 and Annexure-11** to this Report.

The Company has received a certificate from the Auditors of the Company that the Schemes have been implemented in accordance with the SEBI Guidelines 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.

### 34. 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, 5th Floor Palm Court, Building – M,  
New Link Road, Malad (West), Mumbai – 400 064.

Place: Mumbai  
Date: May 29, 2015

For and on behalf of the Board

**V. S. S. Mani**

Managing Director and Chief Executive Officer  
(DIN-00202052)

**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
1.	Name of the subsidiary	Just Dial Inc. Delaware, United States of America
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 = ₹ 62.5908
4.	Share capital	30,356,538
5.	Reserves & surplus	(25,490,664)
6.	Total assets	6,634,436
7.	Total Liabilities	6,634,436
8.	Investments	NIL
9.	Turnover	4,962,249
10.	Profit before taxation	(946,171)
11.	Provision for taxation	(460,738)
12.	Profit after taxation	(485,433)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

### Notes:

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

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	NA
1. Latest audited Balance Sheet Date	NA
2. Shares of Associate/Joint Ventures held by the company on the year end	NA
No.	
Amount of Investment in Associates/Joint Venture	NA
Extend of Holding%	
3. Description of how there is significant influence	NA
4. Reason why the associate/joint venture is not consolidated	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NA
6. Profit/Loss for the year	NA
i. Considered in Consolidation	NA
ii. Not Considered in Consolidation	NA

- The Company do not have any associates or joint ventures, which is yet to commence operations.
- The Company has not liquidated or sold any associates or joint ventures, during the year under consideration.

For and on behalf of the Board of Directors

[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

Place: Mumbai

Date: May 29, 2015



## 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 the listing agreement 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) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive, Non-Executive and Independent) and persons who may be appointed in Key Managerial and Senior Management positions and to determine their remuneration.
- ii) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies or in the industry.
- iii) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- iv) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- v) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

#### 3. Effective Date:

This policy shall be effective on approval from the Board of Directors and shall be applicable for the Financial Year 2014-2015.

#### 4. 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.

vi) 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.

#### 5. Applicability

The Policy Shall be applicable to:

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

#### 6. 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 organisation.
  - 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; or
    - (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 organisation 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:
- 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.
  - 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.
  - 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.
  - 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.
  - Stock options to Key Managerial Persons and Senior Managerial Persons. Independent Directors shall not be entitled to any stock option of the Company.
  - 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. 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 and disaster relief. 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 Corporate Social Responsibility Policy is available 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

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

Particulars	Amounts (₹)
PBT for 2011-2012	713,437,299
PBT for 2012-2013	984,281,809
PBT for 2013-2014	1,648,555,951
<b>Average PBT for three years</b>	<b>1,115,425,020</b>

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) – ₹ 22,319,104/-.

5. Details of CSR spent during the financial year.  
Total amount to be spent for the financial year : ₹ 22,319,104/-.  
Amount unspent , if any; : ₹ 15,022,836/-  
Manner in which the amount spent during the financial year is detailed below.

							Amounts (₹)
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 up to to the reporting period	Amount spent : Direct or-through implementing agency
1	Educational Purpose	Education	Local Maharashtra, Mumbai	72,96,268	72,96,268	72,96,268	72,96,268

6. The Company has spent a considerable amount on CSR activities, however, the detailed reason in respect of unspent amount are given herein below:

(a) The Company was voluntarily into CSR activities before enactment of statutory requirement of CSR. After the enactment of Section 135 of the companies Act, 2013, the Board of Directors of the Company have decided for formation of Trust to carry out CSR activities and formation of Trust is in process. However, the Company has continued with the CSR activities of adoption of a school for education of children and also spent the amounts in the field of education wherever it felt helpful for the betterment of the society.

(b) 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.

(c) 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 29, 2015

## 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 thereto**

**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	Not Applicable
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	Just Dial Global Private Limited, an enterprise owned or significantly influenced by Key Management Personnel or their relatives.
b. Nature of contracts/arrangements/transactions	Purchase of Investment in Just Dial Inc., Delaware, United States of America.
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:	The Company has acquired entire shareholding of Just Dial Inc., Delaware, United States of America from Just Dial Global Private Limited for a consideration of ₹ 44,47,964/- with effect from October 1, 2014.
e. Date(s) of approval by the Board, if any:	August 19, 2014.
f. Amount paid as advances, if any:	N.A.

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 present under Note no. 25 to Standalone Financial Statements.

For and on behalf of the Board of Directors

[Just Dial Limited](#)

CIN: L74140MH1993PLC150054

[V. S. S. Mani](#)

Managing Director and Chief Executive Officer  
(DIN-00202052)

[Ramani Iyer](#)

Whole-time Director  
(DIN-00033559)

Place: Mumbai

Date: May 29, 2015



# Annexure - 5

## Form No. MR-3

### Secretarial Audit Report

**For the Financial Year Ended on March 31, 2015**

[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, 5th 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 thereon.

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 authorised 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, 2015(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, 2015 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 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;
	(c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014; and

(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;
-----	--

I have also examined compliance with the applicable clauses of the

The Listing Agreements entered into by the Company with Stock Exchanges.

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 and standards were not applicable to the Company:

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- Secretarial Standards issued by the Institute of Company Secretaries of India. (Notified on April 23, 2015 and applicable from July 1, 2015)

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:

- The Indian Telegraph Act, 1885 and the Rules framed there under; and
- 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, except one board meeting which was held on October 3, 2014 at shorter Notice, 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 3,42,195 Equity Shares as per the Employee Stock Options Scheme, 2010
- b) acquired 100% shares of the Just Dial Inc.

For V. B. Kondalkar & Associates  
Company Secretaries

[Vijay Kondalkar](#)

Proprietor

ACS – 15697, CP - 4597

Place :Mumbai

Date :May 29, 2015

## 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/WTD/Manager & holding 2% or more of equity share capital of the Company (himself alongwith spouse & dependent children):

Sr. No	Name of the Employee	Designation	Remuneration received*	Nature of employment (whether contractual or otherwise)	Qualification & Experience	Date of Joining	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	10,842,160	Full Time	Diploma in Hotel Management from Delhi Institute of Management and Services, 22 Years	01/08/14	46	NA	1.89	Brother of Directors Mr. V. S. S. Mani & Mr. V. Krishnan
2	V. Krishnan	Whole Time Director	11,809,671	Full Time	Discontinued B. Com. 22 Years	28/10/05	45	NA	1.95	Brother of Directors Mr. V. S. S. Mani & Mr. Ramani Iyer
3	V. S. S. Mani	Managing Director and Chief Executive Officer	13,363,639	Full Time	Discontinued B. Com. 27 Years	Since Incorporation	49	NA	27.23	Brother of Directors Mr. Ramani Iyer & V. Krishnan
4	Ramkumar Krishnamachari	Chief Financial Officer	8,625,759	Full Time	CA, ICWA, CPA & CFA, 24 Years	08/08/2010	48	Royal Sundaram General Insurance Allied Company Limited	0.10	NA
5	Sandipan Chattopadhyay	Chief Technology Officer	10,444,530	Full Time	Bachelor's degree in Statistics from the Indian Statistical Institute, Kolkata and Post-Graduate Diploma in Computer Aided Management from IIM, Kolkata. 18 Years	01/01/2009	42	E Dot Solutions India Private Limited	0.32	NA
6	Rakesh Ojha	Country Head - Business Development	11,006,582	Full Time	B. Com, 20 Years	11/07/95	39	NA	0.03	NA

Sr. No	Name of the Employee	Designation	Remuneration received*	Nature of employment (whether contractual or otherwise)	Qualification & Experience	Date of joining	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
7	Koora Srinivas	Deputy - CFO	8,992,383	Full Time	B.Com & MBA, 15 Years	01/12/99	39	NA	0.17	NA
8	Shreos Roychowdhury	Chief Technical Architect	8,218,432	Full Time	M.Sc. (Physics) from IIT, Kanpur, 18 Years	21/09/2010	42	Reliance Big Entertainment Private limited	0.03	NA
9	Jyoti Gandhi	Sr. Vice President	7,847,675	Full Time	Graduate (English Honors)	5/06/98	37	NA	0.01	NA
10	Vijay Gandhi	Vice President	7,021,971	Full Time	B. Com, 15 Years	03/07/00	38	NA	0.01	NA
11	Rajiv Nair	VICE PRESIDENT	6,387,517	Full Time	Diploma in Computer Science discontinued in 1997-98 from Ambedkar Institute of Technology affiliated by Bangalore University, MBA	12-02-99	37	NA	0.02	NA
12	Prashant Nagar	Vice President	6,513,592	Full Time	MBA	1/09/99	42	NA	0.01	NA
13	Ajay Mohan	Group Vice President	6,134,710	Full Time	B. Com, 19 Years	06/01/96	39	NA	0.04	NA

\* The Remuneration for the purpose of this table is as per Form 16, 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

V. S. S. Mani

Managing Director and Chief Executive Officer  
(DIN-00202052)

Ramani Iyer

Whole-time Director  
(DIN-00033559)

Date: May 29, 2015  
Place: Mumbai

## Annexure - 7

Details required as persub-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 manger, 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 2014-15	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	13.36	29.26%	50.34	Profit before Tax increased by 15.58% and Profit after Tax increased by 15.16% in the financial year 2014-15
Mr. Ramani Iyer	10.84	-	40.84	
Mr. V. Krishnan	11.81	5.48%	44.48	
<b>Non-Executive and Independent Directors</b>				
Mr. B. Anand	0.70	-	2.64	
Mr. Sanjay Bahadur	0.70	-	2.64	
Mr. Malcolm Monteiro	0.70	-	2.64	
<b>Chief Financial Officer</b>	-			
Mr. Ramkumar Krishnamachari	8.63	9.17%	-	Profit before Tax increased by 15.58% and Profit after Tax increased by 15.16% in the financial year 2014-15
<b>Company Secretary</b>	-		-	
Mr. Sachin Jain	3.45	2.07%	-	

\*The Remuneration for the purpose of this table is as per Form 16, excluding perquisite value of stock options exercised since it does not form part of total cost to the Company.

- (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 ₹ 265,477/-. In the financial year, there was an increase of 12.99% in the median remuneration of employees;

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

As on March 31, 2015, the Company has 9,533 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 2014-15 was 27.86%, and Profit before Tax increased by 15.58% whereas the increase in median remuneration was 12.29%. 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-15	31-Mar-14	Variation
Closing Rate of Shares at NSE (₹)	1,323.75	1,549.40	
Market capitalisation (₹ in mn)	93,315	108,691	-14.15%
Price Earnings Ratios (Based on Basic EPS)(₹)	66.99	89.92	-25.50%

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, 2015 is ₹ 1,324/- equity shares. The share price is increased by 149.81% 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. 2014-15 was 12.88% whereas the increase in the managerial remuneration for the same financial year was 18.88%.

- (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.**

# Annexure - 8

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[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	<b>Just Dial Limited</b>
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, 5th 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/ Associate	% of shares held	Applicable section
1.	Just Dial Inc. 2711, Centerville Road, Suite 400, Wilmington, Delaware 19808.	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 31st March, 2014]				No. of Shares held at the end of the year [As on 31st March, 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	23149199	0	23149199	33.00	23108834	0	23108834	32.78	(0.22)
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (1): -</b>	<b>23149199</b>	<b>0</b>	<b>23149199</b>	<b>33.00</b>	<b>23108834</b>	<b>0</b>	<b>23108834</b>	<b>32.78</b>	<b>(0.22)</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31st March, 2014]				No. of Shares held at the end of the year [As on 31st March, 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
a) NRIs- Individual	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (2): -</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)</b>	<b>23149199</b>	<b>0</b>	<b>23149199</b>	<b>33.00</b>	<b>23108834</b>	<b>0</b>	<b>23108834</b>	<b>32.78</b>	<b>(0.22)</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	104750	0	104750	0.15	680239	0	680239	0.96	0.81
b) Banks / FI	1192	0	1192	0.00	30502	0	30502	0.04	0.04
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	17090330	0	17090330	24.36	20338665	0	20338665	28.85	4.49
h) Foreign Venture Capital Funds	3116881	0	3116881	4.44	2995123	0	2995123	4.25	(0.19)
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>20313153</b>	<b>0</b>	<b>20313153</b>	<b>28.96</b>	<b>24044529</b>	<b>0</b>	<b>24044529</b>	<b>34.11</b>	<b>5.15</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	259253	0	259253	0.37	307785	0	307785	0.44	0.07
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	736769	10552	747321	1.07	1141722	3638	1145360	1.62	0.55
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1019254	16800	1036054	1.48	811470	16800	828270	1.17	(0.31)
c) Others (specify)									
Non Resident Indians	61018	0	61018	0.09	50325	0	50325	0.07	(0.02)
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	115211	0	115211	0.16	192796	0	192796	0.27	0.11
Trusts	220	0	220	0.00	50	0	50	0.00	0.00
Foreign Bodies - D R	24469121	0	24469121	34.88	20814796	0	20814796	29.53	(5.35)
<b>Sub-total (B)(2):-</b>	<b>26660846</b>	<b>27352</b>	<b>26688198</b>	<b>38.04</b>	<b>23318944</b>	<b>20438</b>	<b>23339382</b>	<b>33.11</b>	<b>(4.93)</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>46973999</b>	<b>27352</b>	<b>47001351</b>	<b>67.00</b>	<b>47363473</b>	<b>20438</b>	<b>47383911</b>	<b>67.22</b>	<b>0.22</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>70123198</b>	<b>27352</b>	<b>70150550</b>	<b>100.00</b>	<b>70472307</b>	<b>20438</b>	<b>70492745</b>	<b>100</b>	<b>0.00</b>



## 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	27.36	Nil	19193175	27.23	Nil	(0.13)
2.	V. Krishnan	1415365	2.02	Nil	1375000	1.95	0.14	(0.07)
3.	Ramani Iyer	1415111	2.02	Nil	1331111	1.89	Nil	(0.13)
4.	Venkatachalam Sthanu Subramani (V. S. S. Mani) jointly with V. Krishnan	580836	0.83	Nil	580836	0.82	Nil	(0.01)
5.	Anita Mani	544712	0.78	Nil	628712	0.89	Nil	0.11
	Total	23149199	33.00	Nil	23108834	32.78	0.14	(0.22)

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

Sr. No.	Shareholder's Name	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
	At the beginning of the year	23149199	33.00		
	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 24-02-2015 – Gifted to Anita Mani	(84000)	0.12	23065199	32.72
2.	Anita Mani 24-02-2015 – Gift received from Ramani Iyer	84000	0.12	23149199	32.84
3.	V. Krishnan 31-03-2015 – Sale	(40365)	0.06	23108834	32.78
	At the End of the year	23108834	32.78		

## 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
1.	Saif II Mauritius Company Limited				
	At the beginning of the year	7826001	11.16		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):				
	25-06-2014 – Sale	(600000)	0.86	7226001	10.30
	26-06-2014 – Sale	(400000)	0.57	6826001	9.73
	24-11-2014 – Sale	(698757)	0.99	6127244	8.70
	05-12-2014 – Sale	(65557)	0.09	6061687	8.61
	At the End of the year ( or on the date of separation, if separated during the year)	6061687	8.60		
2.	Tiger Global Four JD Holdings				
	At the beginning of the year	5770880	8.23		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	12-12-2014– Sale	(24382)	0.03	5746498	8.16
	16-01-2015– Sale	(16645)	0.02	5729853	8.14
	23-01-2015– Sale	(87006)	0.12	5642847	8.02
	30-01-2015– Sale	(267696)	0.38	5375151	7.63
	06-02-2015– Sale	(170159)	0.24	5204992	7.38
	13-02-2015 – Sale	(17984)	0.03	5187008	7.36
	20-02-2015 – Sale	(81775)	0.12	5105233	7.24
	13-03-2015 - Sale	(96913)	0.14	5008320	7.10
	20-03-2015 – Sale	(99388)	0.14	4908932	6.96
	30-03-2015 – Sale	(1481475)*	2.10	3427457	4.86
	At the End of the year ( or on the date of separation, if separated during the year)	3427457	4.86		
	*1481475 Equity Shares were sold by the aforesaid shareholder on March 30, 2015, however this was not reflected in shareholding pattern submitted to Stock Exchange for March 31, 2015, due to non completion of settlement process, the beneficiary position received from depositories were not showing the aforesaid transaction. The intimation of above sale was received by the Company on March 31, 2015 under Form C of Securities and Exchange Board of India (Prohibition of Insider Trading Regulation 1992).				
3.	Sequoia Capital India Investments III				
	At the beginning of the year	3400850	4.85		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):				
	05-09-2014– Sale	(32000)	0.05	3368850	4.80
	12-09-2014– Sale	(32750)	0.05	3336100	4.75
	19-09-2014– Sale	(28292)	0.04	3307808	4.71
	30-09-2014– Sale	(28831)	0.04	3278977	4.67
	At the End of the year (or on the date of separation, if separated during the year)	3278977	4.65		

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
4.	Tiger Global Five Indian Holdings				
	At the beginning of the year	3578012	5.10		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	12-12-2014– Sale	(15118)	0.02	3562894	5.06
	16-01-2015– Sale	(10334)	0.01	3552560	5.05
	23-01-2015– Sale	(53959)	0.08	3498601	4.97
	30-01-2015– Sale	(165972)	0.24	3332629	4.73
	06-02-2015– Sale	(105500)	0.15	3227129	4.58
	13-02-2015 – Sale	(11149)	0.02	3215980	4.56
	20-02-2015 - Sale	(50702)	0.07	3165278	4.49
	13-03-2015 - Sale	(60087)	0.09	3105191	4.40
	20-03-2015 – Sale	(61621)	0.09	3043570	4.32
	At the End of the year ( or on the date of separation, if separated during the year)	3043570	4.32		
5.	SCI Growth Investments II				
	At the beginning of the year	3116881	4.44		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	05-09-2014– Sale	(32000)	0.05	3084881	4.40
	12-09-2014– Sale	(32750)	0.05	3052131	4.35
	19-09-2014– Sale	(28373)	0.04	3023758	4.31
	30-09-2014– Sale	(28625)	0.04	2995133	4.27
	At the End of the year ( or on the date of separation, if separated during the year)	2995133	4.25		
6.	Sequoia Capital India Growth Investment Holdings I				
	At the beginning of the year	3116881	4.44		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	05-09-2014– Sale	(32000)	0.05	3084881	4.40
	12-09-2014– Sale	(32750)	0.05	3052131	4.35
	19-09-2014– Sale	(28292)	0.04	3023839	4.31
	30-09-2014– Sale	(28716)	0.04	2995123	4.27
	At the End of the year ( or on the date of separation, if separated during the year)	2995123	4.25		
7.	Morgan Stanley Asia (Singapore) Pte.				
	At the beginning of the year	1797172	2.56		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	04-04-2014– Sale	(119170)	0.17	1678002	2.39
	11-04-2014– Sale	(8173)	0.01	1669829	2.38

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
	18-04-2014 – Sale	(292518)	0.42	1377311	1.96
	25-04-2014 – Sale	(457388)	0.65	919923	1.31
	02-05-2014 – Sale	(272664)	0.39	647259	0.92
	09-05-2014 – Sale	(86687)	0.12	560572	0.80
	16-05-2014 – Sale	(6832)	0.01	553740	0.79
	23-05-2014 – Sale	(98500)	0.14	455240	0.65
	30-05-2014 – Sale	(359036)	0.51	96204	0.14
	06-06-2014 – Sale	(1236)	0.00	94968	0.14
	13-06-2014 – Sale	(1192)	0.00	93776	0.13
	30-06-2014 - Purchase	658227	0.94	752003	1.07
	04-07-2014 - Purchase	10544	0.01	762547	1.08
	11-07-2014 - Sale	(79658)	0.11	682889	0.97
	18-07-2014 - Sale	(8250)	0.01	674639	0.96
	01-08-2014 – Purchase	64404	0.09	739043	1.05
	08-08-2014 – Purchase	500798	0.71	1239841	1.77
	15-08-2014 – Purchase	305876	0.44	1545717	2.20
	22-08-2014 – Purchase	26388	0.04	1572105	2.24
	29-08-2014 – Purchase	73635	0.10	1645740	2.35
	05-09-2014 – Purchase	58902	0.08	1704642	2.43
	12-09-2014 – Purchase	18559	0.03	1723201	2.46
	19-09-2014 – Sale	(15511)	0.02	1707690	2.43
	30-09-2014 – Sale	(8500)	0.01	1699190	2.42
	10-10-2014 – Sale	(6827)	0.01	1692363	2.41
	17-10-2014 – Sale	(48960)	0.07	1643403	2.34
	24-10-2014 – Sale	(5500)	0.01	1637903	2.33
	31-10-2014 – Purchase	265709	0.38	1903612	2.70
	07-11-2014 – Purchase	52563	0.07	1956175	2.78
	14-11-2014 – Purchase	7707	0.01	1963882	2.79
	21-11-2014 – Purchase	1994	0.00	1965876	2.79
	28-11-2014 – Sale	(10094)	0.01	1955782	2.78
	05-12-2014 – Sale	(1129)	0.00	1954653	2.78
	19-12-2014 – Sale	(11200)	0.02	1943453	2.76
	31-12-2014 – Sale	(67342)	0.10	1876111	2.67
	02-01-2015 – Sale	(7375)	0.01	1868736	2.65
	09-01-2015 – Purchase	39330	0.06	1908066	2.71
	16-01-2015 – Purchase	71989	0.10	1980055	2.81
	23-01-2015 – Purchase	11301	0.02	1991356	2.83
	30-01-2015 – Purchase	82210	0.12	2073566	2.94
	06-02-2015 – Purchase	31068	0.04	2104634	2.99
	13-02-2015 – Sale	(14825)	0.02	2089809	2.96
	20-02-2015 – Sale	(61441)	0.09	2028368	2.88
	27-02-2015 – Sale	(50624)	0.07	1977744	2.81

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
	06-03-2015 – Sale	(113757)	0.16	1863987	2.64
	13-03-2015 - Sale	(86542)	0.12	1777445	2.52
	20-03-2015 - Sale	(181767)	0.26	1595678	2.26
	27-03-2015 – Purchase	(93503)	0.13	1689181	2.40
	31-03-2015 – Sale	(117493)	0.17	1571688	2.23
	At the End of the year ( or on the date of separation, if separated during the year)	1571688	2.23		
8.	Goldman Sachs (Singapore) Pte.				
	At the beginning of the year	233195	0.33		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	11-04-2014 - Sale	(37021)	0.05	196174	0.28
	18-04-2014 - Sale	(17750)	0.03	178424	0.25
	02-05-2014 – Sale	(178424)	0.36	0	0.00
	30-06-2014 - Purchase	661364	0.94	661364	0.94
	04-07-2014 - Purchase	5	0.00	661369	0.94
	18-07-2014 - Purchase	32786	0.05	694155	0.99
	25-07-2014 - Purchase	177848	0.25	872003	1.24
	01-08-2014 - Purchase	156340	0.22	1028343	1.47
	08-08-2014 - Purchase	101362	0.14	1129705	1.61
	15-08-2014 - Purchase	3537	0.01	1133242	1.61
	29-08-2014 - Purchase	14890	0.02	1148132	1.64
	05-09-2014 - Purchase	14276	0.02	1162408	1.66
	30-09-2014 - Purchase	412	0.00	1162820	1.66
	24-10-2014 - Sale	(17)	0.00	1162803	1.65
	31-10-2014 - Purchase	3102	0.00	1165905	1.66
	14-11-2014 - Sale	(1594)	0.00	1164311	1.65
	21-11-2014 - Purchase	3277	0.00	1167588	1.66
	28-11-2014 - Sale	(14835)	0.02	1152753	1.64
	12-12-2014 - Purchase	53687	0.08	1206440	1.71
	19-12-2014 - Sale	(10812)	0.02	1195628	1.70
	31-12-2015 - Sale	(53687)	0.08	1141941	1.62
	At the End of the year ( or on the date of separation, if separated during the year)	1141941	1.62		
9.	Thornburg Investment Trust A/c Thornburg Developing				
	At the beginning of the year	0	0		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	20-06-2014 - Purchase	341000	0.49	341000	0.49
	30-06-2014 - Purchase	60000	0.09	401000	0.57
	04-07-2014 - Purchase	47721	0.07	448721	0.64
	11-07-2014 – Purchase	160996	0.23	609717	0.87

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
	25-07-2014 – Purchase	11739	0.02	621456	0.89
	01-08-2014 – Purchase	194278	0.28	815734	1.16
	08-08-2014 – Purchase	83698	0.12	899432	1.28
	19-09-2014 – Purchase	33090	0.05	932522	1.33
	30-09-2014 – Purchase	149800	0.21	1082322	1.54
	31-10-2014 – Purchase	73013	0.10	1155335	1.64
	14-11-2014 – Purchase	38600	0.05	1193935	1.70
	21-11-2014 – Purchase	25000	0.04	1218935	1.73
	12-12-2014 – Purchase	39900	0.06	1258835	1.79
	19-12-2014 – Purchase	45100	0.06	1303935	1.85
	02-01-2015 – Purchase	11600	0.02	1315535	1.87
	30-01-2015 – Purchase	26570	0.04	1342105	1.90
	27-02-2015 - Sale	(121384)	0.17	1220721	1.73
	06-03-2015 - Sale	(65566)	0.09	1155155	1.64
	27-03-2015 - Sale	(107300)	0.15	1047855	1.49
	31-03-2015 – Sale	(26806)	0.04	1021049	1.45
	At the End of the year ( or on the date of separation, if separated during the year)	1021049	1.45		
10.	Nordea 1 SICAV – Emerging Stars Equity Fund				
	At the beginning of the year	0	0		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	30-05-2014 - Purchase	316679	0.45	316679	0.45
	06-06-2014 - Purchase	87024	0.12	403703	0.58
	13-06-2014 - Purchase	71936	0.10	475639	0.68
	20-06-2014 – Purchase	65913	0.09	541552	0.77
	25-07-2014 – Purchase	24357	0.03	565909	0.81
	15-08-2014 – Purchase	18213	0.03	584122	0.83
	05-09-2014 – Purchase	26216	0.04	610338	0.87
	19-09-2014 – Purchase	21462	0.03	631800	0.90
	30-09-2014 – Purchase	13056	0.02	644856	0.92
	10-10-2014 – Purchase	18110	0.03	662966	0.94
	31-10-2014 – Purchase	15299	0.02	678265	0.96
	07-11-2014 – Purchase	15742	0.02	694007	0.99
	14-11-2014 – Purchase	15724	0.02	709731	1.01
	21-11-2014 – Purchase	21846	0.03	731577	1.04
	05-12-2014 – Purchase	16376	0.02	747953	1.06
	31-12-2014 – Purchase	33909	0.05	781862	1.11
	20-02-2015 – Purchase	39317	0.06	821179	1.16
	06-03-2015 – Purchase	132259	0.19	953438	1.35
	13-03-2015 - Purchase	29689	0.04	983127	1.39
	At the End of the year ( or on the date of separation, if separated during the year)	983127	1.39		

## 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
	At the beginning of the year	23237570	33.13	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	<b>Directors &amp; KMP</b>				
1.	Ramkumar Krishnamachari (KMP's) 22-05-2014 – Sale	(15826)	0.02	23221744	33.09
2.	Ramkumar Krishnamachari (KMP's) 23-05-2014 – Sale	(13864)	0.02	23207880	33.07
3.	Ramkumar Krishnamachari (KMP's) 26-06-2014 – Sale	(9300)	0.01	23198580	33.06
4.	Ramkumar Krishnamachari (KMP's) 18-11-2014 – Sale	(13041)	0.02	23185539	32.93
5.	Ramkumar Krishnamachari (KMP's) 19-11-2014 – Sale	(16959)	0.02	23168580	32.91
6.	Ramkumar Krishnamachari (KMP's) 28-01-2015 - ESOP Allotment	62070	0.09	23230650	32.96
7.	Sachin Jain (KMP's) 28-01-2015 – ESOP Allotment	1600	0.00	23232250	32.96
8.	Ramkumar Krishnamachari (KMP's) 02-02-2015 – Sale	(12000)	0.02	23220250	32.94
9.	Ramani Iyer (Director) 24-02-2015 – Gifted to Anita Mani	(84000)	0.12	23136250	32.82
10.	Anita Mani (Director) 24-02-2015 – Gift received from Ramani Iyer	84000	0.12	23220250	32.94
11.	V. Krishnan (Director) 31-03-2015 – Sale	(40365)	0.06	23179885	32.88
	At the End of the year ( or on the date of separation, if separated during the year)	23179885	32.88		

## 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>Change in Indebtedness during the financial year</b>				
— Addition	-	-	-	-
— Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<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>	-	-	-	-

## VI Remuneration Of Directors And Key Managerial Personnel

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

Sr. No.	Particulars of Remuneration	Managing Director and Chief Executive Officer	Whole Time Director	Whole Time Director	Total Amount
	Name of Director	V. S. S. Mani	V. Krishnan	Ramani Iyer	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	10409957	10500263	10842160	31752380
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2953682	1309408	---	4263090
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission – as % of profit Others, specify				
5.	Others, please specify				
	<b>Total (A)</b>	<b>13363639</b>	<b>11809671</b>	<b>10842160</b>	<b>36015470</b>
	Ceiling as per the Act	-	-	-	-

### B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	B.Anand	Sanjay Bahadur	Malcom Monterio	
	Fee for attending board / committee meetings	200000	240000	200000	640000
	Commission	700000	700000	700000	2100000
	Others, please specify				
	<b>Total (1)</b>	<b>900000</b>	<b>940000</b>	<b>900000</b>	<b>2740000</b>
2.	Other Non-Executive Directors	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>900000</b>	<b>940000</b>	<b>900000</b>	<b>2740000</b>
	Total Managerial Remuneration (A+B)				38755470
	Overall Ceiling as per the Act	-	-	-	-



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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO*	Company Secretary	CFO	
	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	3453076	8625759	12078835
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	2030400	78084060	80114460
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-
	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission – as % of profit Others, specify...	-	-	-	-
	Others, please specify	-	-	-	-
	Total	-	5483476	86709819	92193295

\* 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 Just Dial Limited

V. S. S. Mani

Managing Director and Chief Executive Officer  
(DIN-00202052)

Ramani Iyer

Whole-time Director  
(DIN-00033559)

Place: Mumbai

Date: May 29, 2015

## Annexure - 9

### DETAILS OF OPTIONS GRANTED UNDER EMPLOYEE STOCK OPTION PLAN – 2010.

Sr. No.	Particulars	Details
a	Options granted	1,027,675
b	The pricing formula	The options were issued at exercise price mentioned as under: <ul style="list-style-type: none"> <li>Pool – I (82,936 options) - ₹ 80 per option.</li> <li>Pool – II (640,727 options) – ₹ 80 per option.</li> <li>Pool – III (155,176 options) - ₹ 10 per option.</li> <li>Pool – II (138,525 options) – ₹ 80 per option.</li> <li>Pool – II (10,311 options) – ₹ 80 per option.</li> </ul>
c	Options vested	626,729
d	Options exercised	556,657
e	The total number of shares arising as a result of exercise of option	908,413 (net of options forfeited lapsed/ cancelled)
f	Options lapsed	119,262
g	Variation of terms of options	N.A.
h	Money realised by exercise of options	₹ 38,015,124
i	Total number of options in force	351,756
j	Employee wise details of options granted to	
	(i) Senior managerial personnel;	Please see Note 1 below.
	(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Please see Note 2 below.
	(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant;	N.A.
k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	₹ 19.61/- (As on March 31, 2015 based on consolidated financials).
l	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed	Impact on profit (from the date of grant till date): Profit would be less by ₹ 304,059. Impact on EPS (basic) for fiscal 2014-15: ₹ 0.00. Impact on EPS (diluted) for fiscal 2014-15: ₹ 0.00.
m	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Weighted average exercise price: ₹ 69. Weighted average fair value: ₹ 37.
n	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	Our Company has adopted the Black Scholes method to estimate the fair value of the options with the following assumptions:
(i)	Risk-free interest rate,	7.74%, 7.69%, 7.66% and 7.66% for each of the four vesting dates.
(ii)	Expected life,	Seven years.
(iii)	Expected volatility,	Nil.
(iv)	Expected dividends, and	Nil.
(v)	The price of the underlying share in market at the time of option grant	N.A.

**Note 1: Details regarding options granted to senior managerial personnel:**

<b>Name of -Director/ key management personnel/ other management personnel</b>	<b>Total No. of options granted</b>	<b>No. of options exercised</b>	<b>Total No. of options outstanding</b>
Ramkumar Krishnamachari	155,176	155,176	-
Srinivas Koora	45,976	45,976	-
Shreos Roychowdhury	35,000	35,000	-
Sachin Jain	4,000	4,000	-

**Note 2: Employees who received a grant in any one year of options amounting to 5% or more of the options granted:**

<b>Name of Employee</b>	<b>No. of options granted</b>
Ramkumar Krishnamachari	155,176

## Annexure - 10

### DETAILS OF OPTIONS GRANTED UNDER EMPLOYEE STOCK OPTION PLAN – 2013.

Sr. No.	Particulars	Details
a	Options granted	3,50,000
b	The pricing formula	The options were issued at exercise price mentioned as under: <ul style="list-style-type: none"> <li>Pool – I (67,750 options) - ₹ 80 per option.</li> <li>Pool – II (29,381 options) – ₹ 80 per option.</li> <li>Pool – III (17,824 options) - ₹ 80 per option.</li> <li>Pool – II (235,045 options) – ₹ 80 per option.</li> </ul>
c	Options vested	-
d	Options exercised	-
e	The total number of shares arising as a result of exercise of option	3,50,000
f	Options lapsed	3,100
G	Variation of terms of options	N.A.
h	Money realised by exercise of options	-
i	Total number of options in force	346,900
j	Employee wise details of options granted to	
	(i) Senior managerial personnel;	Please see Note 1 below.
	(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Please see Note 2 below.
	(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant;	N.A.
k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	₹ 19.61/- (As on March 31, 2015 based on consolidated financials).
l	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed	Impact on profit (from the date of grant till date): Profit would be less by ₹ 2,283,646 Impact on EPS (basic) for fiscal 2014-15: ₹ 0.03 Impact on EPS (diluted) for fiscal 2014-15: ₹ 0.03
m	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Weighted average exercise price: ₹ 80. Weighted average fair value: ₹ 1,561.18.
n	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	Our Company has adopted the Black Scholes method to estimate the fair value of the options with the following assumptions:
(i)	Risk-free interest rate,	8.671%, as on the grant date for the options.
(ii)	Expected life,	6.02 years.
(iii)	Expected volatility,	53%
(iv)	Expected dividends, and	Nil.
(v)	The price of the underlying share in market at the time of option grant	₹ 1,608.75

**Note 1: Details regarding options granted to senior managerial personnel:**

<b>Name of Director/ key management personnel/ other management personnel</b>	<b>Total No. of options granted</b>	<b>No. of options exercised</b>	<b>Total No. of options outstanding</b>
Sandipan Chattopadhyay	24,260	-	24,260
Ramkumar Krishnamachari	22,063	-	22,063
Rakesh Ojha	21,578	-	21,578
Koora Srinivas	20,658	-	20,658
Shreos Roychowdhury	19,913	-	19,913
Ajay Mohan	18,317	-	18,317
Sandeep Kanchan	12,800	-	12,800
Ganesh S	9,308	-	9,308

**Note 2: Employees who received a grant in any one year of options amounting to 5% or more of the options granted:**

<b>Name of Employee</b>	<b>No. of options granted</b>
Sandipan Chattopadhyay	24,260
Ramkumar Krishnamachari	22,063
Rakesh Ojha	21,578
Koora Srinivas	20,658
Shreos Roychowdhury	19,913
Ajay Mohan	18,317

# Annexure - 11

## DETAILS OF OPTIONS GRANTED UNDER EMPLOYEE STOCK OPTION PLAN – 2014

Sr. No.	Particulars	Details
a	Options granted	240,112
b	The pricing formula	<p>The options were issued at exercise price mentioned as under:</p> <p>Options issued in October 2014</p> <ul style="list-style-type: none"> <li>Pool – I (89,018 options) - ₹ 80 per option.</li> <li>Pool – II (18,099 options) – ₹ 80 per option.</li> <li>Pool – III (10,000 options) - ₹ 10 per option.</li> </ul> <p>Options issued in December 2014</p> <ul style="list-style-type: none"> <li>Pool – I (31,313 options) – ₹ 80 per option.</li> <li>Pool – II (91,682 options) – ₹ 80 per option.</li> </ul>
c	Options vested	-
d	Options exercised	-
e	The total number of shares arising as a result of exercise of option	2,40,112
f	Options lapsed	3,224
G	Variation of terms of options	N.A.
h	Money realised by exercise of options	-
i	Total number of options in force	236,888
j	Employee wise details of options granted to	
	(i) Senior managerial personnel;	Please see Note 1 below.
	(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	N.A.
	(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant;	N.A.
k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	₹ 19.61/- (As on March 31, 2015 based on consolidated financials).
l	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed	<p>Impact on profit (from the date of grant till date): Profit would be less by ₹ 766,403.</p> <p>Impact on EPS (basic) for fiscal 2014-15: ₹ 0.01.</p> <p>Impact on EPS (diluted) for fiscal 2014-15: ₹ 0.01.</p>
m	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	<p>Weighted average exercise price: ₹ 80.</p> <p>Weighted average fair value: ₹ 1,398.95.</p>

Sr. No.	Particulars	Details
n	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	Our Company has adopted the Black Scholes method to estimate the fair value of the options with the following assumptions:
(i)	Risk-free interest rate,	8.36%, 7.962%, on each of the two grant dates.
(ii)	Expected life,	5.65 years.
(iii)	Expected volatility,	50% for options granted in October 2014 & 44% for options granted in December 2014
(iv)	Expected dividends, and	Nil.
(v)	The price of the underlying share in market at the time of option grant	₹ 1,639.85 for options granted in October 2014 & ₹ 1,268.10 for options granted in December 2014

**Note 1: Details regarding options granted to senior managerial personnel:**

Name of Director/ key management personnel/ other management personnel	Total No. of options granted	No. of options exercised	Total No. of options outstanding
Anil Kumar Misra	6,235	-	6,235
Rajesh Dembla	6,584	-	6,584
Sachin Jain	5,057	-	5,057

# Corporate Governance Report

## COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's governance philosophy is to develop a fair, transparent and accountable system which enhances the Shareholders' value and which makes the Company a value driven organisation. The Company endeavors to maintain faith of investors, regulating authorities, customers and general public in the organisation. The Corporate Governance guidelines prescribed by Ministry of Corporate Affairs and SEBI are guiding factors for the organisation to adopt best governance practices which has been adopted by the Management of the Company.

The detailed report on Corporate Governance is set out below. In this report, we confirm the compliance of Corporate Governance criteria as required under Clause 49 of the Listing Agreement for the financial year 2014-15.

## BOARD OF DIRECTORS

### Board Composition

As at March 31, 2015 the Board consisted of Nine Members, three of whom are Executive Directors and the remaining six as Non-executive Directors in which three directors are Independent Directors and one director is Woman Director. The Company has appointed Non-Executive Director as its Chairman, hence one third of the Board should comprise of Independent Directors and therefore the composition of the Board is in compliance with the requirements of Clause 49 (IIA) of the Listing Agreement.

The particulars relating to the composition of the Board, category of directors, attendance at Board Meetings held during the year and at the last Annual General Meeting, number of directorships in other companies and Memberships in committees across various companies of which the Director is a member/ chairman are given below:

Name of the Director	Category of Directors	Number of Board Meetings		Attendance at Annual General Meeting	Directorship/Membership as on March 31, 2015	
		Held	Attended		No. of outside Directorships held	No. of Membership(s)/ Chairmanship(s) of Committees in other Company(Excluding Private Companies, Foreign Companies and Section 25 Companies)
Mr. V. S. S. Mani	Promoter & Executive Director	6	6	Present	3	-
Mr. Ramani Iyer <sup>1</sup>	Promoter & Executive Director	6	2	Present	1	-
Mr. V. Krishnan	Promoter & Executive Director	6	4	Present	2	-
Mrs. Anita Mani <sup>2</sup>	Promoter & Non-Executive Director	3	1	Absent	2	-
Mr. Ravi Adusumalli <sup>3</sup>	Non-Executive Director	6	0	Absent	10	-
Mr. Shailendrajit Singh	Non-Executive Director	6	3	Absent	11	-
Mr. B. Anand	Independent & Non-Executive Director	6	6	Present	4	1
Mr. Sanjay Bahadur	Independent & Non-Executive Director	6	4	Present	7	-
Mr. Malcolm Monteiro	Independent & Non-Executive Director	6	6	Present	1	3

1. Appointed as Whole-time Director w.e.f. August 1, 2014.

2. Appointed as Director on September 24, 2014.

3. Mr. Ravi Adusumalli was not able to physically attend Board Meetings during the year. However, he has been actively participating in the Board processes in disposal of various Board matters through audio conferences. Given his professional stature and outstanding background, he has also provided important perspectives to Board on all matters relating to business development from time to time.

None of the above named Non-executive Directors, have had any pecuniary relationship or have entered into any transaction with the Company except : (i) for the remuneration paid by the Company, if any and (ii) lease rent paid to Mrs. Anita Mani.

### Board Meetings

The Board has met 6 (Six) times on May 12, 2014, July 25, 2014, August 19, 2014, October 3, 2014, October 20, 2014 and January 28, 2015.

The minutes of the Board meetings disclose the time at which the meeting was held.



**Information placed before the Board**

As per Annexure X to the Listing Agreement the information placed before the Board includes:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial nonpayment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Appointment, remuneration and resignation of Directors.
- Formation/reconstitution of Board Committees.
- Terms of reference of Board Committees.
- Minutes of Board meetings of unlisted subsidiary companies.
- Declaration of Independent Directors at the time of appointment/ annually.
- Disclosure of Directors' interest and their shareholding.
- Appointment or removal of the Key Managerial Personnel.
- Appointment of Internal Auditors and Secretarial Auditors.
- Secretarial Audit reports submitted by Secretarial Auditors.
- Dividend Declaration.
- Significant changes in accounting policies and internal controls.
- Takeover of a company or acquisition of a controlling or substantial stake in another company.
- Statement of significant transactions, related party transactions and arrangements entered by unlisted subsidiary companies.
- Issue of Securities
- Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee.
- Internal Audit findings and External Audit Reports (through the Audit Committee).
- Proposals for major investments, mergers, amalgamations and reconstructions.
- Status of business risk exposures, its management and related action plans.
- Making of loans and investment of surplus funds.
- Borrowing of monies, giving guarantees or providing security in respect of loans.

- Buyback of securities by the Company.
- Diversify the business of the Company.
- Brief on statutory developments, changes in government policies, among others with impact thereof, Directors' responsibilities arising out of any such developments.
- Compliance Certificate certifying compliance with all laws as applicable to the Company.

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board Meetings.

#### 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 Clause 49 of the Listing Agreement, 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)

The Company presently has a qualified and independent Audit Committee which consists of three Independent Directors. 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 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 are as per Section 177 of the Companies Act, 2013 and the guidelines set out in the listing agreement entered into with the Stock Exchanges and include inter alia:

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. review and monitor the auditor's independence and performance and effectiveness of audit process;
3. examination of the financial statement and the auditors' report thereon;
4. approval or any subsequent modification of transactions of the company with related parties;
5. scrutiny of inter-corporate loans and investments;
6. valuation of undertakings or assets of the company, wherever it is necessary;
7. evaluation of internal financial controls and risk management systems;
8. monitoring the end use of funds raised through public offers and related matters.

The powers of the Audit Committee shall include the following powers:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice;
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

##### c) Meetings and Attendance

During the financial year ended on March 31, 2015, the Audit Committee met 5(five) times on May 12, 2014, July 25, 2014, August 19, 2014, October 20, 2014 and January 28, 2015. 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	5	5
2	Mr. Sanjay Bahadur	5	3
3	Mr. Malcolm Monteiro	5	5

**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. Ravi Adusumali	Member (Non-Executive)

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

- To identify persons who are qualified to become Director and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- formulate detailed terms and conditions of Employee Stock Option Scheme;

**c) Meetings and Attendance**

During the financial year ended on March 31, 2015, the Nomination and Remuneration Committee met 5 (five) times on May 12, 2014, July 25, 2014, October 20, 2014, December 19, 2014 and January 28, 2015. 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	5	5
2	Mr. Sanjay Bahadur	5	5
3	Mr. Ravi Adusumalli	5	0

**d) Remuneration Policy**

The details of Remuneration policy is given in Annexure – 2 of the Directors' Report

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

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.

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	Salary (₹)	Benefits (₹)	Sitting Fees (₹)	Commission (₹)	Total (₹)
<b>Executive Directors*</b>					
Mr. V. S. S. Mani	35,00,000	29,53,682	-	69,09,957	1,33,63,639
Mr. Ramani Iyer	38,46,000	25,000	-	69,71,160	1,08,42,160
Mr. V. Krishnan	57,69,000	13,34,408	-	47,06,263	1,18,09,671
<b>Non-Executive Directors</b>					
Mrs. Anita Mani	-	-	-	-	-
Mr. Ravi Adusumalli	-	-	-	-	-
Mr. Shailendra Jit Singh	-	-	-	-	-
<b>Non-Executive and Independent Directors</b>					
Mr. B. Anand	-	-	2,00,000	7,00,000	9,00,000
Mr. Sanjay Bahadur	-	-	2,40,000	7,00,000	9,40,000
Mr. Malcolm Monteiro	-	-	2,00,000	7,00,000	9,00,000
<b>Total</b>	<b>1,31,50,000</b>	<b>43,13,090</b>	<b>6,40,000</b>	<b>2,06,87,380</b>	<b>3,87,55,470</b>

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

\*The Remuneration for the purpose of this table is as per Form 16.

**e) Shareholding of Non-Executive Directors as on March 31, 2015**

Name of Director	Category	No. of Shares Held
Mrs. Anita Mani	Non-Executive Director	6,28,712
Mr. Ravi Adusumalli	Non-Executive Director	-
Mr. Shailendra Jit Singh	Non-Executive Director	-
Mr. B. Anand	Non-Executive and Independent Director	-
Mr. Sanjay Bahadur	Non-Executive and Independent Director	-
Mr. Malcolm Monteiro	Non-Executive and Independent Director	-

**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) Functions of the Committee**

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

- To approve requests for transfer and transmission of shares;
- To approve dematerialisation and rematerialisation of shares;
- To consider and approve split, consolidation and issuance of duplicate share certificates;
- 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**

There were no meetings of the Committee during the year under review.

**d) Compliance Officer**

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

**e) Investor Grievance Redressal**

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	32	32
Non- Receipt of Annual report	11	11
Non- Receipt of Dividend Warrant	9	9
Through SEBI	2	2
<b>Total</b>	<b>54</b>	<b>54</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)

**b) Functions of the Committee**

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, 2015, the Corporate Social Responsibility (CSR) Committee met once on January 28, 2015 and attended by all the members of the Committee.

**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)

The Company under Chairmanship of Independent Director Mr. B. Anand has constituted Risk Assessment and Management Committee with Mr. Sanjay Bahadur, Mr. V. Krishnan and Mr. Ramkumar Krishnamachari.

**b) Functions of the Committee**

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.

- 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, 2015, the Risk Assessment and Management Committee met once on January 28, 2015 and attended by all the members of the Committee.

**MANAGEMENT COMMITTEE****a) Composition**

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

**b) Functions of the Committee**

- To take Investment Decisions for up to a maximum amount of ₹ 10 Crores (Rupees Ten Crores Only);
- To take financial assistance whether fund based or non-fund based and whether short term or long term from the Banks, Financial Institutions and other sources as and when required up to a maximum amount of ₹ 10 Crores (Rupees Ten Crores Only);
- To extend Corporate Guarantee in respect of any financial assistance to be availed by any group/associate Company for up to a maximum amount of ₹ 10 Crores (Rupees Ten Crores Only);
- To open new Bank Accounts and to authorise Directors/ Executives to operate the same or to withdraw the authority granted and / or to make changes or revise the authorised signatories;
- To close the existing Bank Accounts when not required;
- To acquire premises on lease or leave and license basis, decide terms and conditions including compensation and deposits and to enter into agreements in this respect.
- To apply for and avail the services required for the business of the Company and enter in to necessary agreement in this respect with the service providers.
- To apply for necessary licenses, permissions, certificates from any government/semi government Authorities or any other person/authority in respect of smooth operations;

- i. To take necessary legal action against any person or defend the Company from any legal action against the Company to protect interest of the Company, its shareholders, Directors etc. and to appoint advocates, counsels, solicitors to represent the Company for the same and to issue vakalatnama for the same;
- j. To issue specific or general power of attorney or authorise person to act as a representative of the Company before the government/semi government Authorities, courts, tribunals or any other organisations in respect of any business or legal matters of the Company;
- k. To Purchase/Hire office equipment and other capital goods, Cars and Other Vehicles;
- l. Any other matter delegated by the Board of Directors from time to time

**c) Meetings and Attendance**

During the financial year ended on March 31, 2015, the Management Committee met 6 (six) times on April 23, 2014, May 23, 2014, July 25, 2014, November 10, 2014, February 20,

2015 and March 26, 2015. 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	6	6
2	Mr. Ramani Iyer	6	6
3	Mr. V. Krishnan	6	6

**CEO & CFO CERTIFICATION**

Certificate from Mr. V.S.S. Mani, Managing Director & CEO and Mr. Ramkumar Krishnamachari, CFO, Pursuant to provisions of Clause 49 (V) of the listing Agreement, for the year under review was placed before the Board of Directors of the Company at its meeting held on May 29, 2015. A copy of the certificate on the financial statements for the financial year ended March 31, 2015 and on the Code of Conduct is annexed along with this Report.

**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
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
2011-2012	31.07.2012	10.00 a.m.	501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Club, New Link Road, Malad West, Mumbai – 400064.	1

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

No Special Resolution was passed through postal ballot during the financial year 2014-2015.

No Special Resolution is proposed to be conducted through Postal Ballot, at the ensuing Annual General Meeting.

**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

**DISCLOSURES**

**a) Disclosure on material related party transactions**

During the financial year ended March 31, 2015, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

**b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI**

**c) 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.

**d) 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 Clause 49 of the Listing Agreement.

**Adoption of Non-Mandatory requirements**

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

**MEANS OF COMMUNICATION**

The Quarterly financial results of the Company will be published in the newspapers namely The Financial Express and Navshakti newspaper. 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**

**a) ANNUAL GENERAL MEETING**

<b>Day, Date, Time &amp; Venue</b>	Wednesday, September 30, 2015 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>Financial Calendar</b>	Results are likely to be announced on (Tentative and subject to change)
1st quarter ending June, 2015	By last week of July, 2015
2nd quarter ending September, 2015	By Last week of October, 2015
3rd quarter ending December, 2015	By Last week of January, 2016
4th quarter ending March, 2016	By Last week of May, 2016
<b>Dividend Payment Date</b>	From 01 <sup>st</sup> October, 2015, to 5 <sup>th</sup> October, 2015
<b>Book closure</b>	Monday, 14 <sup>th</sup> September, 2015 to Friday, 18 <sup>th</sup> September, 2015 (both days inclusive)
<b>Email ID for Investors</b>	<a href="mailto:investors@justdial.com">investors@justdial.com</a>

**b) LISTING ON STOCK EXCHANGES**

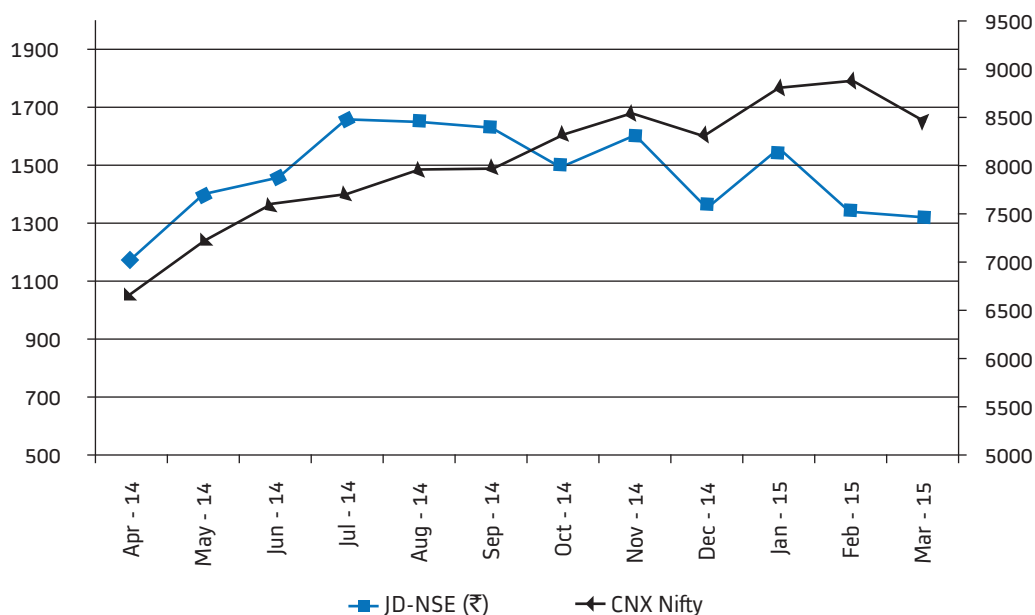
The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and Metropolitan Stock Exchange of India Limited (MSEI).

**c) STOCK CODE**

Sr. No	Stock Exchange	Code
1.	NSE	JUSTDIAL
2.	BSE	535648
3.	MSEI	JUSTDIAL

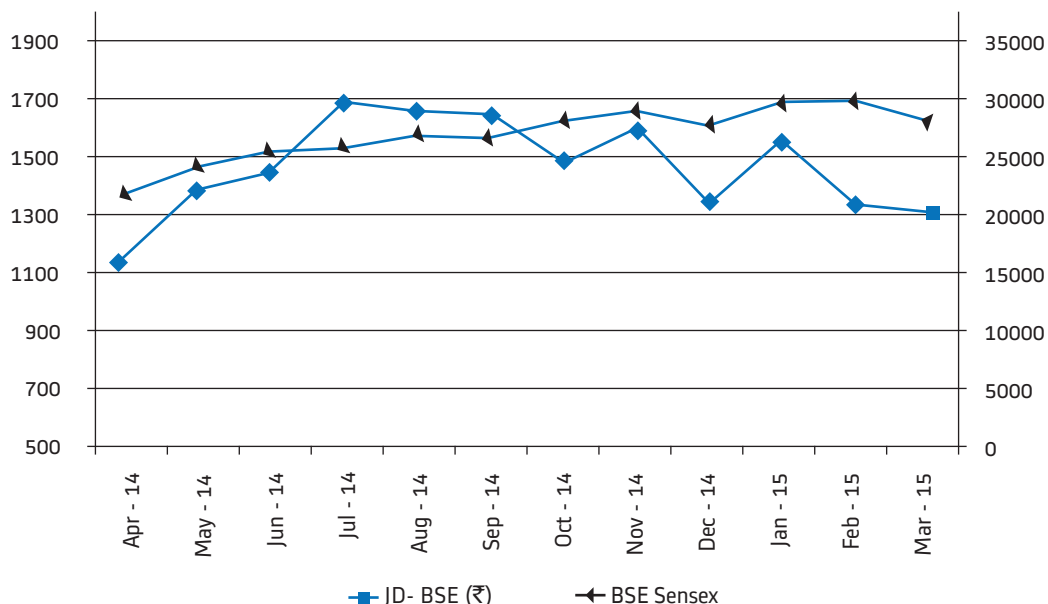
**d) Market Price Data: High, Low during each month in last financial year and performance in comparison to broad-based indices such as BSE Sensex, CNX Nifty indices**

Month	As per NSE Quote		Volume (in no. of shares)
	High (₹)	Low (₹)	
Apr-14	1624	1167.55	10252160
May-14	1454	982.6	17859261
Jun-14	1518.5	1280.1	8741715
Jul-14	1688.6	1411.65	5891103
Aug-14	1894.4	1638.75	6329173
Sep-14	1767.2	1562.5	5488461
Oct-14	1750	1352.55	7144923
Nov-14	1624	1445	4214293
Dec-14	1604	1222.8	6009708
Jan-15	1631	1331.6	5483572
Feb-15	1581.9	1280	4346384
Mar-15	1429.9	1127	15396534



Month	As per BSE Quote		Volume (in no. of shares)
	High (₹)	Low (₹)	
Apr-14	1622	1167.25	2383394
May-14	1449	983.1	3228229
Jun-14	1518.75	1283.55	1931867
Jul-14	1685	1412	607494
Aug-14	1894.7	1640	868163
Sep-14	1765.85	1562.9	564300
Oct-14	1744	1355.35	705711
Nov-14	1620.9	1449	687903
Dec-14	1603	1225.05	552615
Jan-15	1631.7	1340.5	601165
Feb-15	1581.2	1280.1	445349
Mar-15	1455	1130.1	1776508



**e) REGISTRAR AND TRANSFER AGENTS**

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

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

E-mail :einward.ris@karvy.com

Website: www.karvy.com

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

**f) 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.

**g) Distribution of Shareholding as on March 31, 2015**

Category (Nominal Value)	No. of Share Holders	% of Total Share Holders	No. of Shares Held	% of Total Shareholding
Upto 5000	17352	95.87	710288	1.00
5001-10000	286	1.58	209834	0.30
10001-20000	119	0.66	174392	0.25
20001-30000	59	0.33	145696	0.21
30001-40000	37	0.20	128515	0.18
40001-50000	16	0.09	74576	0.10
50001-100000	42	0.23	299939	0.43
Above 100001	188	1.04	68749505	97.53
<b>Total</b>	<b>18099</b>	<b>100.00</b>	<b>70492745</b>	<b>100.00</b>

#### h) Shareholding Pattern (Categories of Shareholders) as on March 31, 2015

Category	No. of Shares Held	% of Total Shareholding
Promoters	23108834	32.78
FII	18042534	25.59
Foreign Corporate Bodies/ FVCI/FPI	26106050	37.04
Non- Resident Indians	50325	0.07
Domestic Companies/ Banks/Institutions/Mutual Funds	1018526	1.45
Others	2166476	3.07
<b>Total</b>	<b>70492745</b>	<b>100.00</b>

#### i) Dematerialisation of Shares and Liquidity

Category	No. of Shares Held	% of Total Shareholding
Shares held in Demat Form	70472307	99.97%
Shares held in Physical Form	20438	0.03%
<b>Total</b>	<b>70492745</b>	<b>100.00</b>

#### j) 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.

#### k) Plant Location

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

#### 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.

V. S. S. Mani

Managing Director & CEO

Date: May 29, 2015

Place: Mumbai

#### ADDRESS FOR CORRESPONDENCE:

#### REGISTERED OFFICE

#### Just Dial Limited

CIN: L74140MH1993PLC150054

501/B, 5th 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)

#### 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 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. 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>.

## CEO / CFO Certificate under Clause 49 (IX)

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, 2015 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.

(Ramkumar Krishnamachari)  
Chief Financial Officer

(V. S. S. Mani)  
Managing Director & CEO

Mumbai, May 29, 2015

# Certificate on Corporate Governance

To  
The Members of  
**Just Dial Limited**

We have examined the compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement for the financial year ended on March 31, 2015.

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 Clause 49 of the Listing Agreement.

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

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

Place: Mumbai  
Date: May 29, 2015

# Financial Statements

92-167

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## Standalone Financial Statements

Independent Auditor's Report	92
Balance Sheet	96
Statement of Profit and Loss	97
Cash Flow Statement	98
Notes	100

## Consolidated Financial Statements

Independent Auditor's Report	128
Balance Sheet	132
Statement of Profit and Loss	133
Cash Flow Statement	134
Notes	136

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# 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, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view in order to

design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. 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 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 31 March 2015, and 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, 2015 ("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, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.

- (f) 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 financial statements – Refer Note 27 to the 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

per **Govind Ahuja**

Partner

Membership Number: 48966

Place of Signature: Mumbai

Date: May 29, 2015

## ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

### Re: Just Dial Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars including quantity 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.
- (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 and hence not commented upon.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) 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, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of purchase of fixed assets. However, the internal control system for sale of services needs to be strengthened as the Company had inadvertently overstated its revenues in the one of the quarter for certain clients and the some of the contracts do not describe all the terms of arrangement. These weaknesses in the internal control were rectified subsequent to the balance sheet date. The activities of the Company do not involve purchase of inventory and sale of goods.
- (v) The Company has not accepted any deposit from the public.
- (vi) To the best of knowledge and as explained, the Central Government has not prescribed maintenance of cost records under section (1) of section 148 of the Act for the services of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, wealth tax, service tax, cess and other material statutory dues applicable to it. The provisions relating to Sales tax, customs duty, excise duty and value added tax are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed dues in respect of provident fund, employees' state insurance, income tax, service 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, except for the following employees' state insurance (ESIC) and tax deduction at source (TDS) dues:

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	30,251,804	April 2006 to March 2010.	21st of every Month	Not yet paid (Refer Note 27(B)1 to the financials)
Income Tax Act, 1961	TDS	199,240	Financial year 2007-08 to 2012-13	7th of every month	Not yet paid (Refer Note 27(B)2 to the financials)

The provisions relating to Sales tax, customs duty, excise duty and value added tax are not applicable to the Company.



- (c) According to the information and explanations given to us, there are no dues of wealth tax, service tax and cess which have not been deposited on account of dispute. The provisions relating to Sales- tax, customs duty, excise duty and value added tax are not applicable to the Company. According to the records of the Company, the dues outstanding of income-tax on account of any dispute are as follows;

Name of the statute	Nature of the dues	Amounts (₹)	Period to which amounts relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	2,385,087	A.Y.2003-04	Income Tax Appellate Tribunal
		2,358,007	A.Y 2008-09	Commissioner of income tax (Appeals)

- (d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) According to the information and explanation given to us, The Company did not have any outstanding dues in respect of financial institutions, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) 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.

For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 101049W

per **Govind Ahuja**  
Partner  
Membership Number: 48966  
Place of Signature: Mumbai  
Date: May 29, 2015

# Balance Sheet

as at March 31, 2015

	Notes	March 31, 2015	March 31, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	4	704,927,450	701,505,500
Reserves and surplus	5	6,028,237,608	4,642,993,688
		<b>6,733,165,058</b>	<b>5,344,499,188</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities (net)	6	-	18,161,835
Other long term liabilities	7	39,972,416	31,279,734
Long term provisions	8	1,310,779	-
		<b>41,283,195</b>	<b>49,441,569</b>
<b>Current liabilities</b>			
Trade payables	9	137,628,632	92,454,385
Other current liabilities	10	2,531,839,058	1,979,136,959
Short-term provisions	11	201,688,056	184,149,414
		<b>2,871,155,746</b>	<b>2,255,740,758</b>
<b>TOTAL</b>		<b>9,645,603,999</b>	<b>7,649,681,515</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	12	869,860,981	460,503,174
Intangible assets	12	51,639,231	67,454,907
Capital work in progress		-	11,380,160
		<b>921,500,212</b>	<b>539,338,241</b>
Non current investments	13	4,467,964	1,547,080,000
Deferred tax assets (net)	6	23,555,917	-
Long term loans and advances	14	370,521,934	327,455,849
Other non current assets	15	601,291	555,441
		<b>1,320,647,318</b>	<b>2,414,429,531</b>
<b>Current assets</b>			
Current investments	13	7,721,723,614	4,709,922,209
Cash and bank balances	16	419,962,971	369,039,105
Short term loans and advances	17	176,639,084	135,960,170
Other current assets	18	6,631,012	20,330,500
		<b>8,324,956,681</b>	<b>5,235,251,984</b>
<b>TOTAL</b>		<b>9,645,603,999</b>	<b>7,649,681,515</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  
Chartered Accountants

per **Govind Ahuja**  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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, 2015

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	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>INCOME</b>			
Revenue from operations	19	5,897,978,567	4,612,926,885
Other income	20	488,550,242	399,487,992
<b>Total revenue</b>		<b>6,386,528,809</b>	<b>5,012,414,877</b>
<b>EXPENSES</b>			
Employee benefits expense	21	3,087,718,442	2,287,000,694
Other expenses	22	1,152,395,838	903,943,996
Depreciation and amortisation expense	12	240,999,298	172,914,236
<b>Total expense</b>		<b>4,481,113,578</b>	<b>3,363,858,926</b>
<b>Profit before tax</b>		<b>1,905,415,231</b>	<b>1,648,555,951</b>
<b>Tax expense</b>			
Current tax		552,800,000	433,000,000
Deferred tax charge/(credit)		(38,571,046)	8,675,860
Tax for earlier years		2,284,959	799,932
<b>Total tax expense</b>		<b>516,513,913</b>	<b>442,475,792</b>
<b>Profit for the year</b>		<b>1,388,901,318</b>	<b>1,206,080,159</b>
<b>Earnings per share</b>			
Basic [Nominal value of shares ₹10]	24	19.76	17.23
Diluted [Nominal value of shares ₹10]	24	19.62	17.11
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  
Chartered Accountants

per **Govind Ahuja**  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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

# Cash Flow Statement

for the year ended March 31, 2015

₹

	March 31, 2015	March 31, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net profit before tax</b>	1,905,415,231	1,648,555,951
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	240,999,298	172,914,236
Employee stock compensation expense	152,531,704	2,220,664
(Profit)/loss on sale of fixed assets (net)	3,321,961	(31,943)
(Profit) on sale of current investments	(162,259,271)	(348,194,786)
(Profit) on sale of non current investments	(186,398,860)	-
Interest (income)	(132,530,652)	(39,781,216)
<b>Operating profit before working capital changes</b>	<b>1,821,079,411</b>	<b>1,435,682,906</b>
Movements in working capital:		
Decrease in trade receivables	-	8,919,737
(Increase) in short term loans and advances	(40,678,914)	(25,082,529)
(Increase)/ Decrease in long term loans and advances	5,174,897	(591,602)
Decrease in other current assets	309,440	26,107,668
Increase in trade payables	45,174,247	5,327,978
Increase in other current liabilities	553,454,560	309,003,503
Increase in other long term liabilities	8,692,681	1,679,333
Increase in long term provisions	1,310,779	-
Increase in short term provisions	11,997,096	1,843,612
Cash generated from operations	<b>2,406,514,197</b>	<b>1,762,890,606</b>
Direct taxes paid (net of refunds)	(559,980,268)	(432,529,946)
<b>Net cash from operating activities (A)</b>	<b>1,846,533,929</b>	<b>1,330,360,660</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(680,682,935)	(209,094,365)
Proceeds from sale of fixed assets	938,617	785,851
Purchase of current investments	(5,665,567,437)	(6,335,903,431)
Purchase of non current investments	(225,440,000)	(1,547,080,000)
Sale/redemption of current investments	3,041,370,517	6,832,092,152
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)	(2,039,106)	(69,558,104)
Redemption/maturity of bank deposit (with maturity more than three months)	71,507,361	24,337,893
Interest received	145,920,700	17,890,941
<b>Net cash used in investing activities (B)</b>	<b>(1,584,981,387)</b>	<b>(1,286,529,063)</b>

# Cash Flow Statement

for the year ended March 31, 2015

₹

	March 31, 2015	March 31, 2014
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Receipts from issuance of equity shares (including premium)	23,030,700	41,257,030
Dividend paid	(140,301,100)	-
Dividend distribution tax	(23,844,172)	-
<b>Net cash from (used in) financing activities (C)</b>	<b>(141,114,572)</b>	<b>41,257,030</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>120,437,970</b>	<b>85,088,627</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>299,525,001</b>	<b>214,436,374</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>419,962,971</b>	<b>299,525,001</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	6,309,920	5,940,727
Cheques in hand	2,389,857	1,446,138
With banks		
- on current account	408,902,697	290,920,700
- on unpaid dividend account*	1,608,036	-
- in public issue refund account**	752,461	1,217,436
<b>Cash and cash equivalents (Refer note 16)</b>	<b>419,962,971</b>	<b>299,525,001</b>
Summary of significant accounting policies.		

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

\* 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.

As per our report of even date  
For [S. R. Batliboi & Associates LLP](#)  
ICAI Firm registration number: 101049W  
Chartered Accountants

per [Govind Ahuja](#)  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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, 2015

## 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 and related services to users in India through multiple platforms such as the internet, mobile internet, over the telephone (voice) and text (SMS).

## 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 of 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 except for change in accounting policy explained below.

## 3. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### 3.1 Change in accounting policy

#### Employee stock compensation cost

Till October 27, 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, dealt with the grant of share-based payments to employees. Among other matter, these guidelines prescribed accounting for grant of share-based payments to employees. Hence, the company being a listed entity was required to comply with these Guidelines as well as the Guidance Note on Accounting for Employee Share-based Payments with regard to accounting for employee share-based payments. Particularly, in case of conflict between the two requirements, the SEBI guidelines were prevailing over the ICAI Guidance Note.

From October 28, 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 have been replaced by the SEBI (Share Based Employee Benefits) Regulations, 2014. The new regulations don't contain any specific accounting treatment; rather, they require ICAI Guidance Note to be followed. Consequent to the application of the new regulations, the company has changed its accounting for equity settled option expiring unexercised after vesting in line with accounting prescribed in the Guidance Note, i.e., expense is not reversed through the statement of profit and loss. The

management has decided to apply the revised accounting policy prospectively from the date of notification of new regulation, i.e. October 28, 2014.

Since there are no equity settled options expiring unexercised after October 28, 2014, the change in accounting policy did not have any material impact on financial statements of the company for the current year. However due to application of the regulation, the manner of presentation of "Employee Stock Option Outstanding Account" under the head "Reserves and Surplus" has changed. The company has changed this presentation for the current as well as previous year.

### 3.2 Change in accounting estimate

#### Depreciation on fixed assets

Effective from April 1, 2014, the Company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. Due to this change in useful life the depreciation charge for assets having exhausted their 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 in accordance with transitional provisions of Schedule II of the Companies Act, 2013. These rates are based on evaluation of useful life estimated by the management.

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 (March 31, 2014: ₹ Nil).

### 3.3 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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.

### 3.4 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.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits

# Notes to Financial Statements

for the year ended March 31, 2015

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.

## 3.5 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, in some cases. These rates are based on evaluation of useful life estimated by the management.

## 3.6 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 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.

## 3.7 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 recognised 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 reliably measure 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 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 affect 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.

# Notes to Financial Statements

for the year ended March 31, 2015

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.

## 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

## 3.8 Leases

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.

## 3.9 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.

## 3.10 Borrowing costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings. All other borrowing cost are expensed in the period they occurred.

## 3.11 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 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 charged or credited to the statement of profit and loss.

## 3.12 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.

### 3.12.1 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.

#### Search plus services

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

#### Other Operating revenue

Other Operating revenue comprises revenue from reseller providing data collection services to the Company and Sale of Review and Rating Certification Services



# Notes to Financial Statements

for the year ended March 31, 2015

Revenue from resellers constitutes a one-time registration fee and an annual fee. The one-time registration fee is recognised when the contract with reseller is entered into and the annual fee is recognised on a prorata basis over the period of the contract.

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

### 3.12.2 Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### 3.12.3 Dividends

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date.

### 3.12.4 Service charges

Revenue from service charges is recognised upon rendering of services.

## 3.13 Foreign currency translation

### 3.13.1 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.

### 3.13.2 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.

### 3.13.3 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.

## 3.14 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.

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred

## 3.15 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 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 tax liabilities relate to the taxes on income levied by same governing taxation laws. 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

# Notes to Financial Statements

for the year ended March 31, 2015

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. In situations where the company has carry forward tax losses on account of long term capital losses (which can be set-off only against the income arising under the head 'Capital gains'), deferred tax assets arising on such losses are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available under the head 'Capital gains' against which the loss can be set-off.

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.

## 3.16 Employee Stock Compensation Cost

Employees (including senior executives) of the 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.

## 3.17 Segment Reporting Policies

The Company's activities are currently carried out in India and all the services provided by the Company fall in a single business segment of providing local search and related services.

As there are no separate reportable primary and secondary segments, the disclosures required by Accounting Standard 17 – hence there are no separate disclosures on reportable Segments in the financial statements.

## 3.18 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.

## 3.19 Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources 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 are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

## 3.20 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.

## 3.21 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, 2015

## 4 SHARE CAPITAL

₹

	As at March 31, 2015	As at March 31, 2014
<b>Authorised</b>		
Equity share capital		
100,000,000 (March 31, 2014: 100,000,000) equity shares of ₹ 10/- each	1,000,000,000	1,000,000,000
Preference share capital		
1,200,000 (March 31, 2014: 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>		
Equity shares		
70,492,745 (March 31, 2014: 70,150,550) equity shares of ₹ 10/- each fully paid	704,927,450	701,505,500
<b>Total issued, subscribed and paid up share capital</b>	<b>704,927,450</b>	<b>701,505,500</b>

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

Particulars	March 31, 2015		March 31, 2014	
	Number	₹	Number	₹
Equity Shares				
Shares outstanding at the beginning of the year	70,150,550	701,505,500	69,503,422	695,034,220
Shares issued during the year - ESOP exercised	342,195	3,421,950	401,388	4,013,880
Shares issued during the year - Bonus on ESOP exercised (Note I)	-	-	245,740	2,457,400
<b>Shares outstanding at the end of the year</b>	<b>70,492,745</b>	<b>704,927,450</b>	<b>70,150,550</b>	<b>701,505,500</b>

Notes:

- I) During the year ended March 31, 2011, Shareholders had approved bonus shares whereby 55 shares were issued for each share held. In the previous year ended March 31, 2014, employees holding 4,468 ESOP options under Pool 2 and Pool 3 were eligible for the above mentioned bonus shares as approved by Shareholders on equity shares.

### 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, 2015	March 31, 2014
Equity Shares		
Equity Shares allotted as fully paid up bonus shares	<b>62,293,935</b>	<b>62,293,935</b>

In addition the Company has issued total 907,088 shares (March 31, 2014: 577,516) 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.

# Notes to Financial Statements

for the year ended March 31, 2015

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

### Equity share capital

Name of Shareholder	March 31, 2015		March 31, 2014	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Mr. V. S. S. Mani	19,193,175	27.23	19,774,011	28.19
Saif II Mauritius Company Limited	6,061,687	8.60	7,826,001	11.16
Tiger Global Four JD Holdings	4,908,932	6.96	5,770,880	8.23
Tiger Global Five Indian Holdings	3,043,570	4.32	3,578,012	5.10

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 (ESOP) plan 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.

### 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

₹

	As at March 31, 2015	As at March 31, 2014
<b>Securities premium account</b>		
Balance as per last financial statements	2,485,784,816	2,437,987,436
Add: shares issued against ESOPs exercised	19,608,750	45,011,470
Add: transferred from stock options outstanding	6,055,875	5,243,310
Less: utilised for bonus shares issued on exercise of ESOPs (Refer note I of note 4(a))	-	(2,457,400)
<b>Closing balance</b>	<b>2,511,449,441</b>	<b>2,485,784,816</b>
<b>General reserve</b>		
Balance as per last financial statements	120,608,016	-
Add: amount transferred from surplus balance in the statement of profit and loss	138,890,132	120,608,016
<b>Closing balance</b>	<b>259,498,148</b>	<b>120,608,016</b>
<b>Stock options outstanding account</b>		
Balances as per the last financial Statements	5,392,522	11,521,952
Add/(Less) : gross compensation for options granted during the year	161,124,157	(712,752)
Less: reversal of stock compensation cost on account of option lapse	(8,592,453)	(173,368)
Less: transferred to securities premium on exercise of stock options	(6,055,875)	(5,243,310)
<b>Closing balance</b>	<b>151,868,351</b>	<b>5,392,522</b>

# Notes to Financial Statements

for the year ended March 31, 2015

## 5 RESERVES AND SURPLUS

₹

	As at March 31, 2015	As at March 31, 2014
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	2,031,208,334	1,109,881,463
Add: net profit for the year	1,388,901,318	1,206,080,159
Less: proposed final equity dividend (refer note 34)	(140,985,490)	(140,301,100)
Less: tax on proposed final equity dividend	(28,701,328)	(23,844,172)
Less: transferred to general reserve	(138,890,132)	(120,608,016)
Less: depreciation adjustment (net of deferred tax) (refer note 3.2 and note 12)	(6,111,034)	-
<b>Net surplus in the statement of profit and loss</b>	<b>3,105,421,668</b>	<b>2,031,208,334</b>
<b>Total Reserves and Surplus</b>	<b>6,028,237,608</b>	<b>4,642,993,688</b>

## 6 DEFERRED TAX LIABILITIES/(ASSETS)

₹

	As at March 31, 2015	As at March 31, 2014
<b>Deferred tax liabilities</b>		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	24,159,131	41,720,180
<b>Gross deferred tax liabilities</b>	<b>24,159,131</b>	<b>41,720,180</b>
<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	10,282,588	10,282,588
Effect of lease accounting	15,595,945	12,834,369
Effect of preliminary expenses	21,836,515	441,388
Effect of deferred tax assets arising on long term capital loss	11,240,679	-
<b>Total</b>	<b>58,955,727</b>	<b>23,558,345</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>47,715,048</b>	<b>23,558,345</b>
<b>Net Deferred Tax Liabilities/(assets)</b>	<b>(23,555,917)</b>	<b>18,161,835</b>

## 7 OTHER LONG TERM LIABILITIES

₹

	As at March 31, 2015	As at March 31, 2014
Provision for lease obligation	39,972,416	31,279,734
<b>Total Other Long Term Liabilities</b>	<b>39,972,416</b>	<b>31,279,734</b>

## 8 LONG TERM PROVISIONS

₹

	As at March 31, 2015	As at March 31, 2014
Provision for gratuity (Refer note 32)	1,310,779	-
<b>Total Long Term Provisions</b>	<b>1,310,779</b>	<b>-</b>

# Notes to Financial Statements

for the year ended March 31, 2015

## 9 TRADE PAYABLES

₹

	As at March 31, 2015	As at March 31, 2014
(a) Total outstanding dues of Micro and Small enterprises (Refer note 30)	-	-
(b) Total outstanding dues of trade payables other than Micro and Small enterprises	137,628,632	92,454,385
<b>Total Trade Payables</b>	<b>137,628,632</b>	<b>92,454,385</b>

## 10 OTHER CURRENT LIABILITIES

₹

	As at March 31, 2015	As at March 31, 2014
Unearned revenue	2,102,291,502	1,618,411,285
<b>Other payables</b>		
Salary and reimbursements payable	314,266,256	239,779,981
Other statutory dues (employee related liabilities)	44,662,157	38,343,328
Other payables for fixed assets	6,069,689	9,571,781
Investor Education and Protection Fund will be credited by following amounts (as and when due)		
Share application money refundable	752,461	1,217,436
Unclaimed dividend	1,608,036	-
Share issue expenses payable	528,031	14,080,795
Service tax payable	-	464,106
Tax deducted at source payable	55,603,389	50,592,699
Deposit from franchisees	146,032	196,032
Provision for lease obligation	5,911,505	6,479,516
<b>Total Other Current Liabilities</b>	<b>2,531,839,058</b>	<b>1,979,136,959</b>

## 11 SHORT TERM PROVISIONS

₹

	As at March 31, 2015	As at March 31, 2014
Provision for compensated absences	32,001,238	20,004,142
Proposed equity dividend (Refer note 34)	140,985,490	140,301,100
Provision for tax on proposed equity dividend	28,701,328	23,844,172
<b>Total Short Term Provisions</b>	<b>201,688,056</b>	<b>184,149,414</b>

# Notes to Financial Statements

for the year ended March 31, 2015

12 FIXED ASSETS																
Particulars	Tangible Assets							Intangible Assets								
	Leasehold Land	Leasehold Improvements	Building	Plant and Machinery	Office Equipment	Furniture and Fittings	Motor Car	Computer	Total (A)	Goodwill	Computer software	Website	Application Development	Unique telephone numbers	Total (B)	Grand Total (A+B)
Cost or valuation																
At 1 April 2013	-	63,661,749	680,000	252,026,978	50,675,176	44,377,294	9,023,867	474,357,529	894,802,593	1,600,000	71,011,773	8,221,220	9,737,885	10,010,000	100,580,878	995,383,471
Additions	-	3,142,717	-	14,458,930	6,227,819	4,612,459	-	50,146,001	78,587,926	-	9,128,379	-	11,709,190	-	20,837,569	99,425,495
Disposals	-	-	-	(8,456,472)	(2,361,204)	(1,603,811)	-	(1,109,234)	(13,530,721)	-	(1,500,000)	-	-	-	(1,500,000)	(15,030,721)
At 31 March 2014	-	66,804,466	680,000	258,029,436	54,541,791	47,385,942	9,023,867	523,394,297	959,859,798	1,600,000	78,640,152	8,221,220	21,447,075	10,010,000	119,918,447	1,079,778,245
Additions	375,007,500	48,614,091	-	37,693,438	24,221,234	17,563,640	-	134,724,755	637,824,658	-	10,235,088	-	-	-	10,235,088	648,059,746
Disposals	-	(3,818,816)	-	(8,478,723)	(4,739,906)	(3,056,388)	-	(1,588,703)	(21,682,536)	-	-	-	-	-	-	(21,682,536)
At 31 March 2015	375,007,500	111,599,741	680,000	287,244,151	74,023,119	61,893,193	9,023,867	656,530,348	1,576,001,920	1,600,000	88,875,240	8,221,220	21,447,075	10,010,000	130,153,535	1,706,155,455
Depreciation																
At 1 April 2013	-	30,554,228	549,215	99,986,683	19,490,240	27,589,443	6,675,597	174,552,866	359,308,272	1,600,000	12,554,609	8,221,220	951,461	4,981,101	28,408,391	387,716,663
Charge for the year	-	12,558,684	34,000	37,193,796	7,354,206	6,806,865	1,233,264	83,678,272	148,859,087	-	15,011,762	-	7,041,387	2,002,000	24,055,149	172,914,236
Disposals	-	-	-	(4,195,437)	(2,046,229)	(1,500,450)	-	(1,088,619)	(8,810,735)	-	-	-	-	-	-	(8,810,735)
At 31 March 2014	-	43,112,912	583,215	132,895,042	24,798,217	32,895,858	7,908,861	257,162,519	499,356,624	1,600,000	27,666,371	8,221,220	7,992,848	6,983,101	52,463,540	551,820,164
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	214,946,535	-	16,889,995	-	7,149,458	2,011,311	26,050,764	240,999,298
Disposals	-	(2,407,170)	-	(7,078,394)	(3,747,452)	(2,642,130)	-	(1,546,813)	(17,421,959)	-	-	-	-	-	-	(17,421,959)
Adjusted against surplus in the statement of profit and loss (Refer note 3.2 and note 5)	-	-	-	289,722	294,697	1,779	-	8,671,541	9,257,739	-	-	-	-	-	-	9,257,739
At 31 March 2015	1,369,890	55,618,962	617,375	178,398,401	38,251,941	39,831,418	9,023,867	383,079,085	706,140,939	1,600,000	44,556,366	8,221,220	15,142,306	8,994,412	78,514,304	784,655,243
Net Block																
At 31 March 2014	-	23,691,554	96,785	125,134,394	29,743,574	14,490,084	1,115,006	266,231,778	460,503,174	-	50,973,781	-	13,454,227	3,026,899	67,454,907	527,958,081
At 31 March 2015	373,637,610	55,980,778	62,625	108,845,750	35,771,178	22,061,776	-	273,501,264	869,860,981	-	44,318,875	-	6,304,769	1,015,588	51,659,231	921,900,212

# Notes to Financial Statements

for the year ended March 31, 2015

## 13 INVESTMENTS

₹

	As at March 31, 2015	As at March 31, 2014
<b>Non current investments</b>		
<b>In Subsidiary Companies (At cost, Trade, Unquoted)</b>		
1,000 (Previous Year: Nil) equity shares of USD 0.01 each fully paid in Just Dial Inc (Delaware, United States of America)	4,467,964	-
<b>Aggregate value of unquoted investment</b>	<b>4,467,964</b>	<b>-</b>
<b>Others (At cost, Other than Trade, Quoted)</b>		
Investments in tax free bonds (valued at cost unless stated otherwise)	-	1,547,080,000
<b>Aggregate value of quoted investment</b>	<b>-</b>	<b>1,547,080,000</b>
	<b>4,467,964</b>	<b>1,547,080,000</b>

Name of body Corporates	Maturity Date	No. of bonds		Amount (₹)	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
8.48 % India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000 each	June 22, 2029	-	150,000	-	150,000,000
8.76 % National Housing Bank - Tax Free Bonds of ₹ 5,000 each	June 13, 2034	-	79,416	-	397,080,000
8.50 % National Highways Authority of India - Tax Free Bonds of ₹ 1,000 each	February 5, 2029	-	1,000,000	-	1,000,000,000
<b>Aggregate value of quoted investment</b>		<b>-</b>	<b>1,229,416</b>	<b>-</b>	<b>1,547,080,000</b>

Aggregate market value of investment in tax free bonds as at March 31, 2015 is not ascertainable (March 31, 2014: Not Ascertainable)

### Current investments (valued at lower of cost and fair value) (other than trade unquoted)

₹

	March 31, 2015	March 31, 2014
Investment in tax free bonds (valued at cost unless stated otherwise)	225,440,000	-
Current investments in mutual funds	7,496,283,614	4,709,922,209
	<b>7,721,723,614</b>	<b>4,709,922,209</b>

### Investment in tax free bonds

Name of body Corporates	Maturity Date	No. of bonds		Amount (₹)	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
8.46% Power Financial Corporation Ltd- Tax Free Bonds of ₹ 1,000,000 each	August 30, 2028	100	-	111,050,000	-
8.66% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000 each	June 22, 2034	100,000	-	114,390,000	-
<b>Aggregate value of quoted investment</b>		<b>100,100</b>	<b>-</b>	<b>225,440,000</b>	<b>-</b>

Aggregate market value of investment in tax free bonds as at March 31, 2015 is not ascertainable (March 31, 2014: Not Ascertainable)



# Notes to Financial Statements

for the year ended March 31, 2015

## Investment in mutual funds - fixed maturity plans

Name of scheme	Maturity Date	No. of units		Amount (₹)	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Birla sunlife Fixed term plan -Series FF growth	July 8, 2014	-	10,000,000	-	100,000,000
Birla sunlife Fixed term plan -Series KF (1099 Days) Gr. Direct	February 23, 2017	11,172,129	11,172,129	111,721,290	111,721,290
Birla sunlife Fixed term plan -Series KI (1099 Days) Gr. Direct	March 2, 2017	11,000,000	11,000,000	110,000,000	110,000,000
HDFC FMP 371D February 2014 (2) Series 29 - Direct - Growth	May 2, 2017	10,919,216	16,058,347	109,192,160	160,583,470
Religare Fixed maturity plan - Series XVII Plan A (17Months) Growth	July 14, 2014	-	10,000,000	-	100,000,000
Religare Invesco FMP - Series 22 - Plan K (367 days) - Direct Plan Growth	February 23, 2015	-	11,000,000	-	110,000,000
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan - Growth Option	April 27, 2017	9,141,437	17,234,632	91,414,366	172,346,317
ICICI Prudential FMP series 63 - 3 years plan M Cumulative	August 3, 2015	20,000,000	20,000,000	200,000,000	200,000,000
ICICI Prudential FMP series 66-420 days plan A Regular Plan Cumulative	April 2, 2014	-	10,000,000	-	100,000,000
JP Morgan India Income Fund Series 301 - Growth (Refer note b)	July 29, 2015	50,000,010	50,000,010	500,000,100	500,000,100
L&T FMP - VII (July1189D A) Direct Plan - Growth	May 30, 2016	5,000,000	5,000,000	50,000,000	50,000,000
ICICI Prudential FMP Series 68-369 Days Plan I -Direct Plan -Cumulative	August 2, 2016	12,500,000	12,500,000	125,000,000	125,000,000
Kotak FMP Series 106 Direct Growth	August 4, 2016	10,000,000	10,000,000	100,000,000	100,000,000
Religare Invesco FMP - Series XIX - Plan C (367 days) - Direct Plan Growth	August 1, 2016	15,000,000	15,000,000	150,000,000	150,000,000
ICICI Prudential FMP Series 68-369 Days Plan K -Regular Plan -Cumulative	August 23, 2016	21,930,025	21,930,025	219,300,250	219,300,250
Birla Sunlife Interval Income fund Annual plan Series IX- Dir Growth	August 3, 2015	20,000,000	20,000,000	200,000,000	200,000,000
L&T FMP Series 8 - Plan G - Direct Growth	October 3, 2016	9,026,330	22,000,000	90,263,298	220,000,000
HDFC FMP 1143D July 2013 (1) Series 27 - Regular - Growth	September 24, 2016	10,000,000	10,000,000	100,000,000	100,000,000
Kotak FMP Series 157 (370 Days) - Direct Growth	April 22, 2015	15,000,000	-	150,000,000	-
Kotak FMP Series 160 - Direct - Growth	March 20, 2017	10,000,000	-	100,000,000	-
UTI Fixed Term Income Fund Series XIX-VIII (368 days) - Direct Growth Plan	June 29, 2015	10,000,000	-	100,000,000	-
Reliance Fixed Horizon Fund - XXVI - Series 9 - Direct Plan Growth Plan ( XI-AG)	April 7, 2015	11,500,000	-	115,000,000	-
Kotak FMP Series 163 (1100 Days) - Direct Growth	September 5, 2017	14,000,000	-	140,000,000	-
SBI Debt Fund Series -A26-682 Days- Direct- Growth	April 6, 2016	15,000,000	-	150,000,000	-
ICICI Prudential FMP Series 69-433 Days Plan E -Direct Plan -Cumulative	October 20, 2016	7,500,000	7,500,000	75,000,000	75,000,000
Kotak FMP series 111 Direct - Growth	August 22, 2016	10,000,000	10,000,000	100,000,000	100,000,000
Kotak FMP series 112 Direct - Growth	August 29, 2016	10,000,000	10,000,000	100,000,000	100,000,000
<b>Total - (A)</b>		<b>318,689,147</b>	<b>310,395,143</b>	<b>3,186,891,464</b>	<b>3,103,951,427</b>

# Notes to Financial Statements

for the year ended March 31, 2015

**Investment in mutual funds - other than fixed maturity plans (doesn't have fixed maturity period)**

Name of scheme	No. of units		Amount (₹)	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Birla Sun life Dynamic bond- Retail - Growth - Regular Plan	-	8,782,493	-	173,991,293
HDFC Short term plan - Growth	-	2,963,552	-	66,938,638
Birla Sun Life Income Plus - Growth-Regular Plan	3,259,221	3,259,221	179,936,053	176,096,704
ICICI Prudential Short Term - Regular Plan - Growth Option	2,447,841	2,447,841	60,000,000	60,000,000
Reliance Short Term Fund - Growth Plan Growth Option	-	6,609,076	-	148,129,887
DWS premier bond fund - Regular Plan Growth	5,313,948	5,313,948	100,000,000	100,000,000
UTI Short term Income Fund -Institutional Option- Growth	7,947,451	7,947,451	111,107,759	111,107,759
Reliance Dynamic bond fund -growth plan	-	7,634,529	-	121,010,005
ICICI Prudential Income - Regular Plan - Growth	3,523,392	3,523,392	130,000,000	130,000,000
ICICI Prudential Gilt Fund Investment Regular Plan Growth	2,528,874	2,528,874	100,000,000	100,000,000
ICICI Prudential Liquid Fund - Regular Growth	-	100,914	-	18,696,496
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular Plan - Growth	7,257,842	-	199,782,265	-
IDFC Banking Debt Fund - Regular Plan- Growth	18,249,341	18,249,341	200,000,000	200,000,000
Axis Banking Debt Fund - Direct Plan - Growth	170,706	170,706	200,000,000	200,000,000
HDFC Short Term Opportunities Fund - Growth	14,123,197	-	200,000,000	-
Birla Sun Life Short Term Fund -Growth-Regular Plan	4,126,698	-	200,000,000	-
Birla Sunlife Cash Plus - Growth - Regular Plan	1,013,473	-	226,771,635	-
HDFC Liquid Fund - Direct Plan - Growth Option	-	-	-	-
HDFC Liquid Fund - Growth	-	-	-	-
Reliance Yearly Interval Fund - Series 9-Direct Plan Growth Plan	12,886,005	-	140,000,000	-
HDFC Banking and PSU Debt Fund - Regular Plan - Growth Option	26,491,308	-	291,560,686	-
HDFC Gilt Fund Long term Growth	7,056,167	-	200,000,000	-
HDFC Cash Management Fund - Savings Plan - Growth	34,338,655	-	1,000,000,000	-
Reliance Liquid Fund - Treasury Plan-Growth Plan - Growth Option	-	-	-	-
Reliance Money Manager Fund- Direct Growth Plan	259,880	-	500,233,752	-
Birla Sun Life Floating Rate Short Term Plan- Growth Regular plan	1,450,235	-	270,000,000	-
<b>Total - (B)</b>	<b>152,444,234</b>	<b>69,531,338</b>	<b>4,309,392,150</b>	<b>1,605,970,782</b>
<b>Aggregate value of unquoted investment (C= A+B)</b>	<b>471,133,381</b>	<b>379,926,481</b>	<b>7,496,283,614</b>	<b>4,709,922,209</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 ₹ 8,209,174,165 (March 31, 2014: ₹ 5,010,447,277)
- The investment in JP Morgan India Income Fund Series 301 - Growth is subject to lien against overdraft facility of ₹ 250,000,000 availed by the Company from HDFC Bank utilization till March 31, 2015: ₹ Nil (March 31, 2014: ₹ Nil)

# Notes to Financial Statements

for the year ended March 31, 2015

## 14 LONG TERM LOANS AND ADVANCES (unsecured, considered good)

₹

	As at March 31, 2015	As at March 31, 2014
Capital advances (Refer note 28)	183,854,936	140,509,263
Security deposits	93,820,059	108,994,857
Security deposits to related parties	-	1,850,000
Prepaid expenses	13,787,326	1,937,425
Other loans and advances		
Advance taxes (net of provision for taxation ₹ 1,756,573,447 (March 31, 2014: ₹ 1,201,488,488))	64,145,296	59,249,987
Income tax refund receivable	14,914,317	14,914,317
<b>Total Long Term Loans and Advances</b>	<b>370,521,934</b>	<b>327,455,849</b>
<b>Loans and advances due by directors, relatives of directors and related parties:</b>		
Security deposits include:		
From Key Management Personnel	-	925,000
From Relatives of Key Management Personnel	-	925,000

## 15 OTHER NON CURRENT ASSETS

₹

	As at March 31, 2015	As at March 31, 2014
Bank deposits with original maturity of more than 12 months	601,291	555,441
<b>Total Other non current assets</b>	<b>601,291</b>	<b>555,441</b>

## 16 CASH AND BANK BALANCES

₹

	As at March 31, 2015	As at March 31, 2014
<b>Cash and cash equivalents</b>		
Cash on hand	6,309,920	5,940,727
Cheques/drafts on hand	2,389,857	1,446,138
Balance with Bank		
- on current accounts	408,902,697	290,920,700
- on unpaid dividend accounts*	1,608,036	-
- in public issue refund account**	752,461	1,217,436
<b>Total Cash and cash equivalents</b>	<b>419,962,971</b>	<b>299,525,001</b>
<b>Other bank balances</b>		
Bank deposits with original maturity for more than 3 months but less than 12 months (Held as guarantee ₹ Nil (March 31, 2014: ₹ 65,011,197))	-	69,514,104
<b>Total Cash and Bank Balances</b>	<b>419,962,971</b>	<b>369,039,105</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.

# Notes to Financial Statements

for the year ended March 31, 2015

## 17 SHORT TERM LOANS AND ADVANCES (unsecured, considered good)

₹

	As at March 31, 2015	As at March 31, 2014
Advances recoverable in cash or kind or for value to be received	11,170,175	5,188,126
Security deposits	31,918,520	46,230,115
Security deposits to related parties	1,850,000	-
<b>Other loans and advances</b>		
Service tax input credit	18,132,403	19,167,948
Prepaid gratuity (Refer note 32)	-	2,421,899
Prepaid expenses	67,351,367	59,616,665
Advance to vendors	46,216,619	3,335,417
<b>Total Short Term Loans and Advances</b>	<b>176,639,084</b>	<b>135,960,170</b>
<b>Loans and advances due by directors, relatives of directors and related parties:</b>		
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	-

## 18 OTHER CURRENT ASSETS

₹

	As at March 31, 2015	As at March 31, 2014
Interest accrued but not due on fixed deposit	33,809	31,193
Interest accrued but not due on tax free bonds	6,597,203	19,989,867
Amount due from related parties	-	309,440
<b>Total Other Current Assets</b>	<b>6,631,012</b>	<b>20,330,500</b>
<b>Amount due from enterprises owned or significantly influenced by Key Management Personnel or their relatives:</b>		
Just Dial Global Private Limited	-	309,440

# Notes to Financial Statements

for the year ended March 31, 2015

## 19 REVENUE FROM SALE OF SEARCH AND OTHER RELATED SERVICES

₹

	For the year ended March 31, 2015	For the year ended March 31, 2014
Sale of search related services	5,882,961,582	4,591,531,678
Other operating revenue	15,016,985	21,395,207
<b>Total Revenue</b>	<b>5,897,978,567</b>	<b>4,612,926,885</b>

## 20 OTHER INCOME

₹

	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest income on		
Bank deposits	2,521,820	7,028,807
Non current investments (tax free bonds)	130,008,832	30,477,344
Income tax refund	-	2,275,065
Dividend income on current investment	-	-
Profit on sale of		
Current investments (net)*	162,259,271	348,194,786
Non current investments (tax free bonds)	186,398,860	-
Other non-operating income		
Service charges	971,000	8,098,985
Exchange difference (net)	-	-
Miscellaneous income	6,390,459	3,413,005
<b>Total Other Income</b>	<b>488,550,242</b>	<b>399,487,992</b>

\* Net of mark to market losses of ₹ 217,735 (March 31, 2014: ₹ 3,839,349)

## 21 EMPLOYEE BENEFITS EXPENSE

₹

	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, wages and bonus	2,750,187,933	2,164,619,044
Contribution to provident fund and other funds	80,291,033	55,332,067
Employee stock option plan (ESOP) (Refer note 31)	152,531,704	2,220,664
Gratuity expenses (Refer note 32)	42,640,741	13,421,919
Staff welfare expenses	62,067,031	51,407,000
<b>Total Employee Benefits Expense</b>	<b>3,087,718,442</b>	<b>2,287,000,694</b>

# Notes to Financial Statements

for the year ended March 31, 2015

## 22 OTHER EXPENSES

₹

	For the year ended March 31, 2015	For the year ended March 31, 2014
Collection charges	23,546,654	23,099,702
Transportation expenses	1,846,597	920,416
Power and fuel	100,391,183	85,797,870
Rent	224,020,315	176,637,530
Rates and taxes	4,212,968	4,395,598
Insurance	982,843	1,060,940
Repairs and maintenance		
- Plant and machinery	19,466,810	17,169,974
- Building	-	251,462
- Others	53,751,827	45,582,951
Advertising and sales promotion	166,843,858	141,554,250
Brokerage & commission	3,101,954	5,600,870
Travelling and conveyance	17,827,536	14,045,083
Communication costs	208,770,455	167,399,994
Internet and server charges	130,105,360	66,114,443
Printing and stationery	13,448,903	13,655,254
Legal and professional fees	14,978,487	18,005,946
Directors sitting fees	730,000	390,000
Registration & membership fees	2,057,629	786,386
Payment to auditor (Refer note 23)	3,845,247	2,956,941
Recruitment expenses	5,916,818	5,656,037
Data base and content charges	106,417,403	70,342,633
Sundry balance written off	911,457	3,018,078
Bad debts written off	-	5,146,935
Office expenses	22,980,753	19,469,551
Administrative and support services	4,973,207	-
Exchange difference (net)	124,315	1,324,676
Hire charges	3,610,237	2,101,034
Corporate social responsibilities expenditure	7,296,268	4,800,000
Donation	1,113,000	461,500
Loss on discarding/sale of assets (net)	3,321,961	328,419
Miscellaneous expenses	5,801,793	5,869,523
<b>Total Other Expenses</b>	<b>1,152,395,838</b>	<b>903,943,996</b>

# Notes to Financial Statements

for the year ended March 31, 2015

## 23 PAYMENT TO AUDITOR

₹

	For the year ended March 31, 2015	For the year ended March 31, 2014
As auditor:		
Audit fee	1,900,000	1,300,000
Limited review fee	1,350,000	1,200,000
Tax audit fee	400,000	300,000
In other capacity:		
Other Services (certification fees)	100,000	5,069,306
Re-imbursement of expenses	95,247	156,941
Re-imbursement of IPO expenses	-	106,035
	<b>3,845,247</b>	<b>8,132,282</b>
Less: Fees for IPO issue related services recovered (March 31, 2014 recoverable) from selling shareholders	-	(5,175,341)
<b>Total Payment to Auditor</b>	<b>3,845,247</b>	<b>2,956,941</b>

## 24 EARNINGS PER SHARE (EPS)

₹

	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>Basic</b>		
Net Profit as per statement of profit and loss	1,388,901,318	1,206,080,159
Weighted average number of equity shares in calculating basic EPS	70,284,610	69,994,062
<b>Earning per share</b>	<b>19.76</b>	<b>17.23</b>
<b>Diluted</b>		
Net Profit as per statement of profit and loss	1,388,901,318	1,206,080,159
Weighted average number of equity shares in calculating basic EPS	70,284,610	69,994,062
Equity shares arising on grant of stock options under ESOP	513,828	496,746
<b>Total no of shares outstanding (weighted average) (including dilution)</b>	<b>70,798,438</b>	<b>70,490,808</b>
<b>Earning per share</b>	<b>19.62</b>	<b>17.11</b>

## 25. RELATED PARTIES

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

#### Related parties where control exists

Subsidiary Company

Just Dial Inc, Delaware, United State of America (w.e.f October 1,2014)

#### Related parties with whom transactions have taken place during the year

Key Management Personnel

Mr. V. S. S. Mani  
Mr. V. Krishnan  
Mr. Ramani Iyer  
Mr. Ramkumar Krishnamachari  
Mr. Sachin Jain

Relatives of Key Management Personnel

Mrs. Anita Mani

Enterprises owned or significantly influenced by Key Management Personnel or their relatives

Just Dial Global Private Limited

# Notes to Financial Statements

for the year ended March 31, 2015

## 25.2 Transactions with related parties.

		₹	
Sr. No	Particulars	As at March 31, 2015	As at March 31, 2014
<b>1</b>	<b>Subsidiary</b>		
	Administrative and support services (Other expenses)	4,973,207	-
<b>2</b>	<b>Key Management Personnel</b>		
A	Remuneration		
	Mr. V. S. S. Mani (including rent free accommodation)	16,988,096	15,627,408
	Mr. V. Krishnan (including rent free accommodation)	15,115,263	11,212,047
	Mr. Ramani Iyer	10,852,160	-
	Mr. Ramkumar Krishnamachari (including ESOP expense)	15,956,644	10,260,639
	Mr. Sachin Jain (including ESOP expense)	4,515,075	3,535,618
		<b>63,427,238</b>	<b>40,635,712</b>
B	Lease Rent		
	Mr. V.S.S. Mani	3,068,588	2,910,465
<b>3</b>	<b>Relatives of Key Management Personnel</b>		
A	Lease Rent		
	Mrs Anita Mani	3,068,588	2,910,465
<b>4</b>	<b>Enterprises owned or significantly influenced by Key Management Personnel</b>		
A	Just Dial Global Private Limited		
	Service charges (other income)	971,000	8,098,985
	Purchase of Investment in Just Dial Inc, Delaware, United States of America	4,467,964	-

		₹	
Sr. No	Balance outstanding at the year end	As at March 31, 2015	As at March 31, 2014
<b>1</b>	<b>Subsidiary Company</b>		
	Payable to Just Dial Inc, Delaware, United States of America, towards administrative and support services	2,465,624	-
<b>2</b>	<b>Key Management Personnel</b>		
A	Remuneration Payable		
	Mr. V.S.S. Mani	2,029,020	501,551
	Mr. V. Krishnan	1,278,564	1,115,702
	Mr. Ramani Iyer	2,495,851	-
	Mr. Ramkumar Krishnamachari	853,520	808,884
	Mr. Sachin Jain	231,887	154,661
		<b>6,888,843</b>	<b>2,580,798</b>
B	Advances given		
	Mr. Ramkumar Krishnamachari	700,000	-
C	Security Deposit given		
	Mr. V.S.S. Mani	9,25,000	9,25,000
<b>3</b>	<b>Relatives of Key Management Personnel</b>		
A	Security Deposit given		
	Mrs Anita Mani	9,25,000	9,25,000
<b>4</b>	<b>Enterprises owned or significantly influenced by Key Management Personnel or their relatives</b>		
A	Receivable from Just Dial Global Private Limited towards service charges	-	3,09,440



# Notes to Financial Statements

for the year ended March 31, 2015

## 26. LEASES

### Operating Lease

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 year of minimum 3 years in some lease agreements. There are no subleases.

Details of lease payments during the year ended and future commitments on non-cancellable operating leases are as follows:

₹

Particulars	Operating Lease	
	As at March 31, 2015	As at March 31, 2014
Lease payments for the year	224,020,315	176,637,530
Minimum Lease Payments:		
Not later than one year	187,132,657	177,841,961
Later than one year but not later than five years	540,383,037	401,642,730
Later than five years	63,996,059	41,376,279

## 27. PENDING LITIGATIONS

### A) Contingent Liabilities not provided for

₹

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Claims against the company not acknowledged as debts (Refer note 2)</b>	10,732,543	3,744,056
<b>Income Tax Demands(Refer note 1):</b>		
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.	2,934,950	6,934,880
<b>Tax Deducted at Source (TDS) Demands(Refer note 1):</b>		
TDS in respect of Assessment year 2011-12 of which the Company has preferred an appeal.	-	146,193

### Notes:

- 1) 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.
- 2) 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.

### B) Provision for other statutory liability

- 1) At March 31, 2015, provision for contribution to Employee State Insurance Corporation aggregates ₹ 30,251,804 (March 31, 2014: ₹ 30, 251,804) which is based on estimates and as per the provisions of the ESIC Act. 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 ₹ 199,240 (March 31, 2014: ₹ 1,224,593) was recorded as provision against such demand notices.

# Notes to Financial Statements

for the year ended March 31, 2015

## 28 CAPITAL AND OTHER COMMITMENTS

₹

Particulars	As at March 31, 2015	As at March 31, 2015
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	372,223,579	411,053,711
(b) Other Commitments	70,000,000	-

- (c) For commitments related to acquisition of Bangalore land (refer note 35)  
 (d) For commitments relating to lease arrangements (refer note 26)

## 29. 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	Construction/ acquisition of any asset (i)	On purpose other than (i)	Total
Gross amount required to be spent	-	-	22,319,104
Spent during the year in cash towards educational purposes	-	7,296,268	7,296,268
Balance unspent during the year	-	-	15,022,836

Of the above, total spent of ₹ 7,296,268 the Company has spent ₹ 24,962,68 for school building renovation and ₹ 4,800,000 to Education society.

## 30. 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, 2015 and March 31, 2014. 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.

## 31. EMPLOYEE STOCK OPTION PLANS:

1. 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.

The details of the ESOP scheme are as follows:

Particulars	Pool	Date of grant	Date of Board/ Share- holders 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
	Pool 6	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
	Pool 6	31-Oct-10	20-Oct-10	155,176	4 Years	
	Pool 6	1-Dec-10	1-Dec-10	138,525	4 Years	
	Pool 6	25-Mar-11	25-Mar-11	10,311	4 Years	

# Notes to Financial Statements

for the year ended March 31, 2015

Particulars	Pool	Date of grant	Date of Board/ Share-holders Approval	Number of options granted	Vesting period	Vesting Conditions
ESOP Scheme 2013	Pool I	31-July-14	30-Sep-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 II	31-July-14	30-Sep-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
	Pool III	31-July-14	30-Sep-13	17,284	2 Years	50% & 50% vests in each of the first 2 years from the date of the grant subject to continuance of services
	Pool IV	31-July-14	30-Sep-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 I	31-Oct -14	24-Sep-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
	Pool I	31-Dec -14	24-Sep-14	31,313	7 Years	
	Pool II	31- Oct-14	24-Sep-14	18,099	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
	Pool II	31-Dec -14	24-Sep-14	91,682	5 Years	
	Pool III	31-Oct-14	24-Sep-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 under Pool 2 of ESOP Scheme 2008 have been summarised below: (refer note 1 below)**

Particulars	March 31, 2015		March 31, 2014	
	Number of options	Weighted Average Exercise Price (₹)	Number of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	-	-	4,468	4,595
Exercised during the year	-	-	(4,468)	4,595
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-
Weighted average fair value of options granted on the date of grant	48		48	

**b) The details of activity under Pool 5 of ESOP Scheme 2010 have been summarised as below:**

Particulars	March 31, 2015		March 31, 2014	
	Number of options	Weighted Average Exercise Price (₹)	Number of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	17,934	80	48,613	80
Forfeited during the year	-	-	(2,800)	80
Exercised during the year	(17,934)	80	(27,879)	80
Outstanding at the end of the year	-	-	17,934	80
Exercisable at the end of the year	-	-	-	-
Weighted average remaining contractual life (in years)	6	-	7	-
Weighted average fair value of options granted on the date of grant	37		37	

# Notes to Financial Statements

for the year ended March 31, 2015

## c) The details of activity under Pool 6 of ESOP Scheme 2010 have been summarised below:

Particulars	March 31, 2015		March 31, 2014	
	Number of options	Weighted Average Exercise Price (₹)	Number of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	333,822	67	734,737	70
Forfeited during the year	(4,260)	80	(31,874)	80
Exercised during the year	(324,261)	67	(369,041)	71
Outstanding at the end of the year	5,301	80	333,822	67
Exercisable at the end of the year	5,301	80	11,722	80
Weighted average remaining contractual life (in years)	7		8	-
Weighted average fair value of options on the date of grant	44		44	

## d) The details of activity under ESOP Scheme 2013 with an exercise price of ₹ 80 have been summarised below:

Particulars	Pool I		Pool II		Pool III		Pool IV	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Outstanding at the beginning of the year	-	-	-	-	-	-	-	-
Granted During the year	67,750	-	29,381	-	17,824	-	235,045	-
Forfeited during the year	(2,000)	-	-	-	(1,100)	-	-	-
Exercised During the year	-	-	-	-	-	-	-	-
Outstanding at the end of the year	65,750	-	29,381	-	16,724	-	235,045	-
Exercisable at the end of the year	-	-	-	-	-	-	-	-
Weighted average remaining contractual life (in years)	9	-	10	-	8	-	11	-
Weighted average fair value of options on the date of grant	1,552		1,557		1,542		1,566	

## e) The details of activity under ESOP Scheme 2014 (October 14) with an exercise price of ₹ 80 have been summarised below:

Particulars	Pool I		Pool II		Pool III	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Outstanding at the beginning of the year	-	-	-	-	-	-
Granted During the year	89,018	-	18,099	-	10,000	-
Forfeited during the year	-	-	-	-	-	-
Exercised During the year	-	-	-	-	-	-
Outstanding at the end of the year	89,018	-	18,099	-	10,000	-
Exercisable at the end of the year	-	-	-	-	-	-
Weighted average remaining contractual life (in years)	12	-	10	-	10	-
Weighted average fair value of options on the date of grant	1,595		1,586		1,582	

# Notes to Financial Statements

for the year ended March 31, 2015

**f) The details of activity under ESOP Scheme 2014 (December 14) with an exercise price of ₹ 80 have been summarised below:**

Particulars	Pool I		Pool II	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Outstanding at the beginning of the year	-	-	-	-
Granted During the year	31,313	-	91,682	-
Forfeited during the year	(990)	-	(2,234)	-
Exercised During the year	-	-	-	-
Outstanding at the end of the year	30,323	-	89,448	-
Exercisable at the end of the year	-	-	-	-
Weighted average remaining contractual life (in years)	12	-	10	-
Weighted average fair value of options on the date of grant	1,221	-	1,213	-

**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.
- Effect of the employee share-based payment plans on the statement of profit and loss and on its financial position:

₹

Particulars	As at March 31, 2015	As at March 31, 2014
Total employee compensation cost pertaining to share based payment plans (all equity settled) for the year	152,531,704	2,220,664
Employee compensation cost transferred to Securities premium during the year	(6,055,875)	(5,243,310)
Liability for employee stock option outstanding as at year end	151,868,351	5,392,522

**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	As at March 31, 2015	As at March 31, 2014
Profit as reported	1,388,901,318	1,206,080,159
Add: Employee stock compensation under intrinsic value method	152,531,704	2,220,664
Less: Employee stock compensation under fair value method	(148,214,354)	(6,152,234)
Proforma Profit	1,393,218,668	1,202,148,589
<b>Earnings Per Share</b>		
<b>Basic</b>		
- As reported	19.76	17.23
- Pro forma	19.82	17.18
<b>Diluted</b>		
- As reported	19.62	17.11
- Pro forma	19.68	17.05

# Notes to Financial Statements

for the year ended March 31, 2015

4. 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	Pool I	Pool II	Pool III	Pool IV
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility (%)	53.00%	53.00%	53.00%	53.00%
Risk free interest rate (%)	8.67%	8.67%	8.67%	8.67%
Spot price (₹)	1,608.75	1,608.75	1,608.75	1,608.75
Exercise Price (₹)	80.00	80.00	80.00	80.00
Expected life of options granted in the year	4	5	2	7
Fair value (₹)	1,552.35	1,557.14	1,541.60	1,565.72

## ESOP Scheme 2014: Options granted in October 2014

Particulars	Pool I	Pool II	Pool III
Dividend yield (%)	0.00%	0.00%	0.00%
Expected volatility (%)	50.00%	50.00%	50.00%
Risk free interest rate (%)	8.36%	8.36%	8.36%
Spot price (₹)	1,639.85	1,639.85	1,639.85
Exercise Price (₹)	80.00	80.00	80.00
Expected life of options granted in the year	7	5	4
Fair value (₹)	1,594.74	1,586.28	1,581.55

## ESOP Scheme 2014: Options granted in December 2014

Particulars	Pool I	Pool II
Dividend yield (%)	0.00%	0.00%
Expected volatility (%)	44.00%	44.00%
Risk free interest rate (%)	7.96%	7.96%
Spot price (₹)	1,268.10	1,268.10
Exercise Price (₹)	80.00	80.00
Expected life of options granted in the year	7	5
Fair value (₹)	1,220.99	1,212.73

- 5 Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 1,621.

## 32. EMPLOYEE BENEFITS

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.

# Notes to Financial Statements

for the year ended March 31, 2015

## Statement of Profit and Loss

Net employees benefit expense (recognised in Employee Cost)

₹

Particulars	As at March 31, 2015	As at March 31, 2014
Current service cost	21,886,646	11,387,739
Interest cost on benefit obligation	6,496,641	4,640,114
Expected return on plan assets	(6,363,737)	(4,853,381)
Net actuarial loss recognised in the year	20,621,191	2,247,447
Net Benefit expense	42,640,741	13,421,919
Actual Return on Plan Assets	5,254,670	4,592,891

## Balance Sheet

Details of Provision for Gratuity

Particulars	As at March 31, 2015	As at March 31, 2014
Defined benefit obligation	111,623,811	68,286,290
Fair value of plan assets	110,313,032	70,708,189
<b>Plan asset/ (liability)</b>	<b>(1,310,779)</b>	<b>2,421,899</b>

Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at March 31, 2015	As at March 31, 2014
Opening defined benefit obligation	68,286,290	53,499,976
Interest cost	6,496,641	4,640,114
Current service cost	21,886,646	11,387,739
Less: benefits paid	(4,557,890)	(3,228,496)
Actuarial losses on obligation	19,512,124	1,986,957
<b>Closing defined benefit obligation</b>	<b>111,623,811</b>	<b>68,286,290</b>

Changes in the fair value of plan assets are as follows:

Particulars	As at March 31, 2015	As at March 31, 2014
Opening fair value of plan assets	7,07,08,189	54,325,523
Expected return	63,63,737	4,853,381
Contributions by employer	3,89,08,063	15,018,271
Less: benefits paid	(45,57,890)	(3,228,496)
Less: Actuarial gains/(losses)	(11,09,067)	(260,490)
<b>Closing fair value of plan assets</b>	<b>110,313,032</b>	<b>70,708,189</b>

The Company expects to contribute approximately an additional ₹ 22,313,213 (March 31, 2014: ₹ 10,000,000) to gratuity fund in the next year.

# Notes to Financial Statements

for the year ended March 31, 2015

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	%	
	As at March 31, 2015	As at 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 principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	%	
	As at March 31, 2015	As at March 31, 2014
Discount Rate	7.77	8.70
Salary Escalation	7	7
Expected Return on Assets	9	9
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.

## Experience adjustments:

Amounts for the current period and previous four years are as follows:

Particulars	₹				
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Defined benefit obligation	111,623,811	68,286,290	53,499,976	38,587,634	20,492,936
Plan assets	110,313,032	70,708,189	54,325,523	41,006,515	29,096,736
<b>Surplus / (deficit)</b>	<b>(1,310,779)</b>	<b>2,421,899</b>	<b>825,547</b>	<b>2,418,881</b>	<b>8,603,800</b>
Experience adjustment on plan liabilities	14,432,085	5,407,432	4,130,605	1,649,676	1,674,284
Experience adjustment on plan assets	(1,109,067)	(260,490)	150,500	291,575	-

## 33 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)

	₹	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Travelling and conveyance	1,937,005	1,043,963
Internet and server charges	29,961,494	1,848,254
Advertising and sales promotion	5,512,726	6,047,206
Data base and content charges	1,468,845	1,751,964
	<b>38,880,069</b>	<b>10,691,387</b>



# Notes to Financial Statements

for the year ended March 31, 2015

## 34. PROPOSED DIVIDEND

The final dividend proposed for the year is as follows:

	For the year ended March 31, 2015	For the year ended March 31, 2014
On Equity Shares of ₹ 10 each		
Amount of dividend proposed	140,985,490	140,310,100
Dividend per Equity Share	2	2

## 35. ACQUISITION OF BANGALORE LAND

During the year ended March 31, 2015, the Company obtained the possession of 15 acres of leasehold land for 99 years 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 and paid total consideration of ₹ 375,007,500

The Company is in process of execution of Leasehold land agreement and preparing the Project plan for the above project. Accordingly, capital commitments in Note 28, does not include any amount towards this project.

Further, 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.

## 36. ACQUISITION OF JUST DIAL INC. DELAWARE, UNITED STATES OF AMERICA

During the year in October 2014, 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.

## 37. EVENTS SUBSEQUENT TO MARCH 31, 2015

- Subsequent to the year end on May 27, 2015 the compensation committee granted 117,660 options to employees under ESOP scheme 2014 and ESOP Scheme 2013 ( May 15).
- Subsequent to the year ended March 31, 2015, the Company has purchased office premises at Mumbai at a consideration of ₹ 90,000,000 from Mr V. S. S. Mani (Managing Director and Chief executive officer) and Mrs Anita Mani (Director).

## 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  
Chartered Accountants

per **Govind Ahuja**  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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 subsidiary (the Holding Company and its subsidiary together referred to as "the Group") its associates and joint controlled entities, comprising of the consolidated Balance Sheet as at March 31, 2015, 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 but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, their consolidated profit, and their consolidated 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, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's report of the Holding company, to whom the Order applies together referred to as "the Holding Company" in this report, we give in the Annexure 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, 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, 2015 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, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 27 to the consolidated financial statements;
  - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

#### Other Matter

The accompanying consolidated financial statements include total assets of ₹ 4,140,507 as at March 31, 2015, and total revenues and net cash outflows of ₹ Nil and ₹ 4,520,997 for the year ended on that date, in respect of a subsidiary which have been audited by other auditor, which 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 that 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.

Our opinion on the consolidated financial statements, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor 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

per **Govind Ahuja**

Partner

Membership Number: 48966

Place of Signature: Mumbai

Date: May 29, 2015

## ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

**Re: Just Dial Limited ('Holding Company') to whom the provisions of the Order apply**

- (i) (a) The Holding Company has maintained proper records showing full particulars including quantity details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management of the Holding Company during the year and no material discrepancies were identified on such verification.
- (ii) The Holding Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Holding Company and hence not commented upon.
- (iii) According to the information and explanations given to us, the Holding Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Holding Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the nature of its business, for the purchase of fixed assets. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Holding Company in respect of purchase of fixed assets. However, the internal control system for sale of services needs to be strengthened as the Holding Company had inadvertently overstated its revenues in the one of the quarter for certain clients and the some of the contracts do not describe all the terms of arrangement. These weaknesses in the internal control were rectified subsequent to the balance sheet date. The activities of the Holding Company do not involve purchase of inventory and sale of goods.
- (v) The Holding Company has not accepted any deposit from the public.
- (vi) To the best of knowledge and as explained, the Central Government has not prescribed maintenance of cost records under section (1) of section 148 of the Act for the services of the Holding Company.
- (vii) (a) The Holding Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, wealth tax, service tax, cess and other material statutory dues applicable to it. The provisions relating to Sales tax, customs duty, excise duty and value added tax are not applicable to the Holding Company.
- (b) According to the information and explanations given to us, no undisputed dues in respect of provident fund, employees' state insurance, income tax, service 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 for Holding Company, except for the following employees' state insurance (ESIC) and tax deduction at source (TDS) dues:

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	30,251,804	April 2006 to March 2010.	21st of every Month	Not yet paid (Refer Note 27(B) 1 to the financials)
Income Tax Act, 1961	TDS	199,240	Financial year 2007-08 to 2012-13	7 <sup>th</sup> of every month	Not yet paid (Refer Note 27(B) 2 to the financials)

The provisions relating to Sales tax, customs duty, excise duty and value added tax are not applicable to the Holding Company.

- (c) According to the information and explanations given to us, there are no dues of wealth tax, service tax and cess which have not been deposited on account of dispute. The provisions relating to Sales- tax, customs duty, excise duty and value added tax are not applicable

to the Company. According to the records of the Holding Company, the dues outstanding of income-tax 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	A.Y.2003-04	Income Tax Appellate Tribunal
		2,358,007	A.Y 2008-09	Commissioner of income tax (Appeals)

(d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(xii) 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 Holding Company has been noticed or reported during the year.

(viii) The Holding Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

For [S.R. Batliboi & Associates LLP](#)  
Chartered Accountants  
ICAI Firm Registration Number: 101049W

(ix) According to the information and explanation given to us, The Holding Company did not have any outstanding dues in respect of financial institutions, bank or debenture holders.

per [Govind Ahuja](#)  
Partner  
Membership Number: 48966

(x) According to the information and explanations given to us, the Holding Company has not given any guarantee for loans taken by others from bank or financial institutions.

Place of Signature: Mumbai  
Date: May 29, 2015

(xi) The Holding Company did not have any term loans outstanding during the year.

# Consolidated Balance Sheet

as at March 31, 2015

₹

	Notes	March 31, 2015	March 31, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	4	704,927,450	701,505,500
Reserves and surplus	5	6,028,635,518	4,642,993,688
		<b>6,733,562,968</b>	<b>5,344,499,188</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities (net)	6	-	18,161,835
Other long term liabilities	7	39,972,416	31,279,734
Long term provisions	8	1,310,779	-
		<b>41,283,195</b>	<b>49,441,569</b>
<b>Current liabilities</b>			
Trade payables	9	136,903,265	92,454,385
Other current liabilities	10	2,531,839,059	1,979,136,959
Short-term provisions	11	201,688,056	184,149,414
		<b>2,870,430,380</b>	<b>2,255,740,758</b>
<b>Total</b>		<b>9,645,276,543</b>	<b>7,649,681,515</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	12	869,860,981	460,503,174
Intangible assets	12	51,639,231	67,454,907
Capital work in progress		-	11,380,160
		<b>921,500,212</b>	<b>539,338,241</b>
<b>Non current investments</b>	13	-	1,547,080,000
Deferred tax assets (net)	6	23,555,917	-
Long term loans and advances	14	371,156,042	327,455,849
Other non current assets	15	601,291	555,441
		<b>1,316,813,462</b>	<b>2,414,429,531</b>
<b>Current assets</b>			
Current investments	13	7,721,723,614	4,709,922,209
Trade receivables	16	837,840	-
Cash and bank balances	17	421,561,290	369,039,105
Short term loans and advances	18	177,709,325	135,960,170
Other current assets	19	6,631,012	20,330,500
		<b>8,328,463,081</b>	<b>5,235,251,984</b>
		<b>9,645,276,543</b>	<b>7,649,681,515</b>
Summary of significant accounting policies	3		

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

As per our report of even date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W  
Chartered Accountants

per **Govind Ahuja**  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2015

₹

	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>INCOME</b>			
Revenue from operations	20	5,897,978,567	4,612,926,885
Other income	21	488,874,796	399,487,992
<b>Total Revenue</b>		<b>6,386,853,363</b>	<b>5,012,414,877</b>
<b>Expenses</b>			
Employee benefits expense	22	3,087,718,442	2,287,000,694
Other expenses	23	1,153,666,563	903,943,996
Depreciation and amortisation expense	12	240,999,298	172,914,236
<b>Total expense</b>		<b>4,482,384,303</b>	<b>3,363,858,926</b>
<b>Profit before tax</b>		<b>1,904,469,060</b>	<b>1,648,555,951</b>
<b>Tax expense</b>			
Current tax		552,800,000	433,000,000
Deferred tax charge/(credit)		(38,571,046)	8,675,860
Tax for earlier years		1,824,221	799,932
<b>Total tax expense</b>		<b>516,053,175</b>	<b>442,475,792</b>
<b>Profit for the year attributable to owners of the parent</b>		<b>1,388,415,885</b>	<b>1,206,080,159</b>
<b>Earnings per share</b>			
Basic [Nominal value of shares ₹ 10]	24	19.75	17.23
Diluted [Nominal value of shares ₹ 10]	24	19.61	17.11
Summary of significant accounting policies.	3		

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

As per our report of even date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W  
Chartered Accountants

per **Govind Ahuja**  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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

# Cash Flow Statement

for the year ended March 31, 2015

₹

	March 31, 2015	March 31, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net profit before tax</b>	1,905,286,294	1,648,555,951
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	240,999,298	172,914,236
Employee stock compensation expense	152,531,704	2,220,664
(Profit)/loss on sale of fixed assets (net)	3,321,961	(31,943)
(Profit) on sale of current investments	(162,259,271)	(348,194,786)
(Profit) on sale of non current investments	(186,398,860)	-
Interest (income)	(132,530,652)	(39,781,216)
Creditors written back	(1,317,662)	-
<b>Operating profit before working capital changes</b>	<b>1,819,632,812</b>	<b>1,435,682,906</b>
Movements in working capital:		
Decrease in trade receivables	-	8,919,737
(Increase) in short term loans and advances	(40,678,914)	(25,082,529)
(Increase)/ Decrease in long term loans and advances	5,174,897	(591,602)
Decrease in other current assets	309,440	26,107,668
Increase in trade payables	44,679,592	5,327,978
Increase in other current liabilities	553,138,038	309,003,503
Increase in other long term liabilities	8,692,681	1,679,333
Increase in long term provisions	1,310,779	-
Increase in short term provisions	11,997,096	1,843,612
<b>Cash generated from operations</b>	<b>2,404,256,421</b>	<b>1,762,890,606</b>
Direct taxes paid (net of refunds)	(559,995,289)	(432,529,946)
<b>Net cash from operating activities (A)</b>	<b>1,844,261,132</b>	<b>1,330,360,660</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(680,682,935)	(209,094,365)
Proceeds from sale of fixed assets	938,617	785,851
Purchase of current investments	(5,665,567,437)	(6,335,903,431)
Purchase of non current investments	(225,440,000)	(1,547,080,000)
Sale/redemption of current investments	3,041,370,517	6,832,092,152
Sale/redemption of non current investments	1,733,478,860	-
Acquisition of subsidiaries	(4,467,964)	-
Investment in bank deposit (with maturity more than three months)	(2,039,106)	(69,558,104)
Redemption/maturity of bank deposit (with maturity more than three months)	71,507,361	24,337,893
Interest received	145,920,700	17,890,941
<b>Net cash used in investing activities (B)</b>	<b>(1,584,981,387)</b>	<b>(1,286,529,063)</b>



# Cash Flow Statement

for the year ended March 31, 2015

₹

	March 31, 2015	March 31, 2014
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Receipts from issuance of equity shares (including premium)	23,030,700	41,257,030
Dividend paid	(140,301,100)	-
Dividend distribution tax	(23,844,172)	-
<b>Net cash from (used in) financing activities (C )</b>	<b>(141,114,572)</b>	<b>41,257,030</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>118,165,173</b>	<b>85,088,627</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>303,396,117</b>	<b>214,436,374</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>421,561,290</b>	<b>299,525,001</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	7,908,239	5,940,727
Cheques in hand	2,389,857	1,446,138
With banks		
- on current account	408,902,697	290,920,700
- on unpaid dividend account*	1,608,036	-
- in public issue refund account**	752,461	1,217,436
<b>Cash and cash equivalents (Refer note 17)</b>	<b>421,561,290</b>	<b>299,525,001</b>
Summary of significant accounting policies. 3		

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

\* 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.

As per our report of even date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W  
Chartered Accountants

per **Govind Ahuja**  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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**  
Director  
DIN: 00033559

**Sachin Jain**  
Company Secretary

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 1. CORPORATE INFORMATION

Just Dial Limited ('the Company' or 'Parent' or 'Holding Company') was incorporated in India with limited liability by shares on December 20, 1993. The Company along with the subsidiary is hereinafter collectively referred as a 'Group'.

The Group provides local search and 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). The Group also provides administrative support services.

In October 2014, the Company has acquired the entire share holding of Just Dial Inc. (Delaware-USA), from Just Dial Global Private Limited.

## 2. BASIS OF PREPARATION

The consolidated financial statements are 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 financial statements of the 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. The financial statements of the subsidiary have been consolidated with effective from October 1, 2014 (date of acquisition of subsidiary).

List of subsidiary included in the 'Consolidated Financial Statements' for the year ended March 31, 2015 (March 31, 2014: No Subsidiary included in the 'Consolidated Financial Statements')

Name	Country of Incorporation	% of ownership interest
Just Dial Inc	Delaware-USA	100%

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except for change in accounting policy explained below.

The Company did not have any subsidiary during the year ended March 31, 2014 accordingly comparative figures for March 31, 2014 represents the financials position, results of operations and cash flow of the parent company only.

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 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 Change in accounting policy

#### Employee stock compensation cost

Till October 27, 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, dealt with the grant of share-based payments to employees. Among other matter, these guidelines prescribed accounting for grant of share-based payments to employees. Hence, the company being a listed entity was required to comply with these Guidelines as well as the Guidance Note on Accounting for Employee Share-based Payments with regard to accounting for employee share-based payments. Particularly, in case of conflict between the two requirements, the SEBI guidelines were prevailing over the ICAI Guidance Note.

From October 28, 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 have been replaced by the SEBI (Share Based Employee Benefits) Regulations, 2014. The new regulations don't contain any specific accounting treatment; rather, they require ICAI Guidance Note to be followed. Consequent to the application of the new regulations, the company has changed its accounting for equity settled option expiring unexercised after vesting in line with accounting prescribed in the Guidance Note, i.e., expense is not reversed through the statement of profit and loss. The management has decided to apply the revised accounting policy prospectively from the date of notification of new regulation, i.e., October 28, 2014.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

Since there are no equity settled options expiring unexercised after October 28, 2014, the change in accounting policy did not have any material impact on financial statements of the company for the current year. However due to application of the regulation, the manner of presentation of "Employee Stock Option Outstanding Account" under the head "Reserves and Surplus" has changed. The company has changed this presentation for the current as well as previous year.

## 3.2 Change in accounting estimate

### Depreciation on fixed assets

Effective from April 1, 2014, the Company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. Due to this change in useful life the depreciation charge for assets having exhausted their 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 in accordance with transitional provisions of Schedule II of the Companies Act, 2013. These rates are based on evaluation of useful life estimated by the management.

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 (March 31, 2014: ₹ Nil).

## 3.3 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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.

## 3.4 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.

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.

## 3.5 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, in some cases. These rates are based on evaluation of useful life estimated by the management.

## 3.6 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 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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 3.7 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 reliably measure 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 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 affect 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.

### 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

## 3.8 Leases

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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 3.9 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.

## 3.10 Borrowing costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings. All other borrowing cost are expensed in the period they occurred.

## 3.11 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 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 charged or credited to the statement of profit and loss.

## 3.12 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.

### 3.12.1 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.

#### Search plus services

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

#### Other Operating revenue

Other Operating revenue comprises revenue from reseller providing data collection services to the Company and Sale of Review and Rating Certification Services

Revenue from resellers constitutes a one-time registration fee and an annual fee. The one-time registration fee is recognised

when the contract with reseller is entered into and the annual fee is recognised on a prorata basis over the period of the contract.

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

### 3.12.2 Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### 3.12.3 Dividends

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date.

### 3.12.4 Service charges

Revenue from service charges is recognised upon rendering of services.

## 3.13 Foreign currency translation

### 3.13.1 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.

### 3.13.2 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.

### 3.13.3 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.

- (a) The assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate;
- (b) Income and expense items of the non-integral foreign operation are translated at exchange rates at the dates of the transactions; and

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

- (c) All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

## 3.14 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.

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred

## 3.15 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 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 tax liabilities relate to the taxes on income levied by same governing taxation laws. 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. In situations where the company has carry forward tax losses on account of long term capital losses (which can be set-off only against the income arising under the head 'Capital gains'), deferred tax assets arising on such losses are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available under the head 'Capital gains' against which the loss can be set-off.

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.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 3.16 Employee Stock Compensation Cost

Employees (including senior executives) of the 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.

## 3.17 Segment Reporting Policies

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.

## 3.18 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.

## 3.19 Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources 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 are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

## 3.20 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.

## 3.21 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 Consolidated Financial Statements

for the year ended March 31, 2015

## 4 SHARE CAPITAL

₹

	As at March 31, 2015	As at March 31, 2014
<b>Authorised</b>		
Equity share capital		
100,000,000 (March 31, 2014: 100,000,000) equity shares of ₹ 10/- each	1,000,000,000	1,000,000,000
Preference share capital		
1,200,000 (March 31, 2014: 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>		
Equity shares		
70,492,745 (March 31, 2014: 70,150,550) equity shares of ₹ 10/- each fully paid	704,927,450	701,505,500
<b>Total issued, subscribed and paid up share capital</b>	<b>704,927,450</b>	<b>701,505,500</b>

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

Particulars	March 31, 2015		March 31, 2014	
	Number	₹	Number	₹
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	70,150,550	701,505,500	69,503,422	695,034,220
Shares issued during the year - ESOP exercised	342,195	3,421,950	401,388	4,013,880
Shares issued during the year - Bonus on ESOP exercised (Note I)	-	-	245,740	2,457,400
<b>Shares outstanding at the end of the year</b>	<b>70,492,745</b>	<b>704,927,450</b>	<b>70,150,550</b>	<b>701,505,500</b>

Notes:

- i) During the year ended March 31, 2011, Shareholders had approved bonus shares whereby 55 shares were issued for each share held. In the previous year ended March 31, 2014, employees holding 4,468 ESOP options under Pool 2 and Pool 3 were eligible for the above mentioned bonus shares as approved by Shareholders on equity shares.

### 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, 2015	March 31, 2014
<b>Equity Shares</b>		
Equity Shares allotted as fully paid up bonus shares	62,293,935	62,293,935

In addition the Company has issued total 907,088 shares (March 31, 2014: 577,516) 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.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

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

### Equity share capital

Name of Shareholder	March 31, 2015		March 31, 2014	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Mr. V. S. S. Mani	19,193,175	27.23	19,774,011	28.19
Saif II Mauritius Company Limited	6,061,687	8.60	7,826,001	11.16
Tiger Global Four JD Holdings	4,908,932	6.96	5,770,880	8.23
Tiger Global Five Indian Holdings	3,043,570	4.32	3,578,012	5.10

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 (ESOP) plan of the company (Refer note 34)

## 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.

### 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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 5. RESERVES AND SURPLUS

₹

	As at March 31, 2015	As at March 31, 2014
<b>Capital reserve on consolidation</b>		
Balance as per last financial statements	-	-
Add: Arising on acquisition of Just Dial Inc, Delaware, United States of America	815,090	-
	<b>815,090</b>	-
<b>Securities premium account</b>		
Balance as per last financial statements	2,485,784,816	2,437,987,436
Add: shares issued against ESOPs exercised	19,608,750	45,011,470
Add: transferred from stock options outstanding	6,055,875	5,243,310
Less: utilised for bonus shares issued on exercise of ESOPs (Refer note I of note 4(a))	-	(2,457,400)
<b>Closing balance</b>	<b>2,511,449,441</b>	<b>2,485,784,816</b>
<b>General reserve</b>		
Balance as per last financial statements	120,608,016	-
Add: amount transferred from surplus balance in the statement of profit and loss	138,890,132	120,608,016
<b>Closing balance</b>	<b>259,498,148</b>	<b>120,608,016</b>
<b>Stock options outstanding account</b>		
Balances as per the last financial Statements	-	11,521,952
Add : gross compensation for options granted during the year	5,392,522	-
Add/(Less) : gross compensation for options granted during the year	161,124,157	(712,752)
Less: reversal of stock compensation cost on account of option lapse	(8,592,453)	(173,368)
Less: transferred to securities premium on exercise of stock options	(6,055,875)	(5,243,310)
<b>Closing balance</b>	<b>151,868,351</b>	<b>5,392,522</b>
<b>Foreign currency translation reserve</b>		
Balance as per fast financial statement	-	-
Add: Translation reserve ( as on 1st October 2014)	-	-
Add: Foreign exchange difference on account of translation	68,253	-
	<b>68,253</b>	-
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	2,031,208,334	1,109,881,463
Add: net profit for the year	1,388,415,885	1,206,080,159
Less: proposed final equity dividend (refer note 35)	(140,985,490)	(140,301,100)
Less: tax on proposed final equity dividend	(28,701,328)	(23,844,172)
Less: transferred to general reserve	(138,890,132)	(120,608,016)
Less: utilised for bonus shares issued on conversion of Preference Shares (Refer note I of note 4(a))	-	-
Less: depreciation adjustment (net of deferred tax) (refer note 3.2 and 12)	(6,111,034)	-
Less : Deemed Dividend	-	-
<b>Net surplus in the statement of profit and loss</b>	<b>3,104,936,235</b>	<b>2,031,208,334</b>
<b>Total Reserves and Surplus</b>	<b>6,028,635,518</b>	<b>4,642,993,688</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 6. DEFERRED TAX LIABILITIES/(ASSETS)

₹

	As at March 31, 2015	As at March 31, 2014
<b>Deferred tax liabilities</b>		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	24,159,131	41,720,180
<b>Gross deferred tax liabilities</b>	<b>24,159,131</b>	<b>41,720,180</b>
<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	10,282,588	10,282,588
Effect of lease accounting	15,595,945	12,834,369
Effect of preliminary expenses	21,836,515	441,388
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>61,330,109</b>	<b>23,558,345</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>47,715,048</b>	<b>23,558,345</b>
<b>Net Deferred Tax Liabilities/(assets)</b>	<b>(23,555,917)</b>	<b>18,161,835</b>

## 7. OTHER LONG TERM LIABILITIES

₹

	As at March 31, 2015	As at March 31, 2014
Provision for lease obligation	39,972,416	31,279,734
<b>Total Other Long Term Liabilities</b>	<b>39,972,416</b>	<b>31,279,734</b>

## 8. LONG TERM PROVISIONS

₹

	As at March 31, 2015	As at March 31, 2014
Provision for gratuity (Refer note 33)	1,310,779	-
<b>Total Long Term Provisions</b>	<b>1,310,779</b>	<b>-</b>

## 9. TRADE PAYABLES

₹

	As at March 31, 2015	As at March 31, 2014
(a) Total outstanding dues of Micro and Small enterprises (Refer note 30)	-	-
(b) Total outstanding dues of trade payables other than Micro and Small enterprises	136,903,265	92,454,385
<b>Total Trade Payables</b>	<b>136,903,265</b>	<b>92,454,385</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 10. OTHER CURRENT LIABILITIES

₹

	As at March 31, 2015	As at March 31, 2014
Unearned revenue	2,102,291,502	1,618,411,285
<b>Other payables</b>		
Salary and reimbursements payable	314,266,257	239,779,981
Other statutory dues (employee related liabilities)	44,662,157	38,343,328
Other payables for fixed assets	6,069,689	9,571,781
Investor Education and Protection Fund will be credited by following amounts (as and when due)		
Share application money refundable	752,461	1,217,436
Unclaimed dividend	1,608,036	-
Share issue expenses payable	528,031	14,080,795
Service tax payable	-	464,106
Tax deducted at source payable	55,603,389	50,592,699
Deposit from franchisees	146,032	196,032
Provision for lease obligation	5,911,505	6,479,516
<b>Total Other Current Liabilities</b>	<b>2,531,839,059</b>	<b>1,979,136,959</b>

## 11. SHORT TERM PROVISIONS

₹

	As at March 31, 2015	As at March 31, 2014
Provision for compensated absences	32,001,238	20,004,142
Proposed equity dividend (Refer note 35)	140,985,490	140,301,100
Provision for tax on proposed equity dividend	28,701,328	23,844,172
<b>Total Short Term Provisions</b>	<b>201,688,056</b>	<b>184,149,414</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 12. FIXED ASSETS

Particulars	Tangible Assets							Intangible Assets								
	Leasehold Land	Leasehold Improve-ments	Building	Plant and Machinery	Office Equipment	Furniture and Fittings	Motor Car	Computer	Total (A)	Goodwill	Computer software	Website	Application Develop-ment	Unique telephone numbers	Total (B)	Grand Total (A+B)
<b>Cost or valuation</b>																
<b>At 1 April 2013</b>	-	<b>63,661,749</b>	<b>680,000</b>	<b>252,026,978</b>	<b>50,675,176</b>	<b>44,377,294</b>	<b>9,023,867</b>	<b>474,357,529</b>	<b>894,802,593</b>	<b>1,600,000</b>	<b>71,011,773</b>	<b>8,221,220</b>	<b>9,737,885</b>	<b>10,010,000</b>	<b>100,580,878</b>	<b>995,383,471</b>
Additions	-	3,142,717	-	14,458,930	6,227,819	4,612,459	-	50,146,001	78,587,926	-	9,128,379	-	11,709,190	-	20,837,569	99,425,495
Disposals	-	-	-	(8,456,472)	(2,361,204)	(1,603,811)	-	(1,109,234)	(13,530,721)	-	(1,500,000)	-	-	-	(1,500,000)	(15,030,721)
<b>At 31 March 2014</b>	-	<b>66,804,466</b>	<b>680,000</b>	<b>258,029,436</b>	<b>54,541,791</b>	<b>47,385,942</b>	<b>9,023,867</b>	<b>523,394,297</b>	<b>959,859,798</b>	<b>1,600,000</b>	<b>78,640,152</b>	<b>8,221,220</b>	<b>21,447,075</b>	<b>10,010,000</b>	<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	637,824,658	-	10,235,088	-	-	-	10,235,088	648,055,746
Disposals	-	(3,818,816)	-	(8,478,723)	(4,739,906)	(3,056,388)	-	(1,588,703)	(21,682,536)	-	-	-	-	-	-	(21,682,536)
<b>At 31 March 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>
<b>Depreciation</b>																
At 1 April 2013	-	30,554,228	549,215	99,896,683	19,490,240	27,589,443	6,675,597	174,552,866	359,308,272	1,600,000	12,654,609	8,221,220	951,461	4,981,101	28,408,391	387,716,663
Charge for the year	-	12,558,684	34,000	37,193,796	7,354,206	6,806,865	1,233,264	83,678,272	148,859,087	-	15,011,762	-	7,041,387	2,002,000	24,055,149	172,914,236
Disposals	-	-	-	(4,195,437)	(2,046,229)	(1,500,450)	-	(1,068,619)	(8,810,735)	-	-	-	-	-	-	(8,810,735)
<b>At 31 March 2014</b>	-	<b>43,112,912</b>	<b>583,215</b>	<b>132,895,042</b>	<b>24,798,217</b>	<b>32,895,858</b>	<b>7,908,861</b>	<b>257,162,519</b>	<b>499,356,624</b>	<b>1,600,000</b>	<b>27,666,371</b>	<b>8,221,220</b>	<b>7,992,848</b>	<b>6,983,101</b>	<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	214,948,535	-	16,889,995	-	7,149,458	2,011,311	26,050,764	240,999,298
Disposals	-	(2,407,170)	-	(7,078,394)	(3,747,452)	(2,642,130)	-	(1,546,813)	(17,421,959)	-	-	-	-	-	-	(17,421,959)
Adjusted against surplus in the statement of profit and loss (Refer note 3.2 and note 5)	-	-	-	289,722	294,697	1,779	-	8,671,541	9,257,739	-	-	-	-	-	-	9,257,739
<b>At 31 March 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>706,140,999</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>
<b>Net Block</b>																
<b>At 31 March 2014</b>	-	<b>23,691,554</b>	<b>96,785</b>	<b>125,134,394</b>	<b>29,743,574</b>	<b>14,490,084</b>	<b>1,115,006</b>	<b>266,231,778</b>	<b>460,503,174</b>	-	<b>50,973,781</b>	-	<b>13,454,227</b>	<b>3,026,899</b>	<b>67,454,907</b>	<b>527,958,081</b>
<b>At 31 March 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>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 13. INVESTMENTS

₹

	As at March 31, 2015	As at March 31, 2014
<b>Non Current Investments</b>		
Others (At cost, Other than Trade, Quoted)		
Investments in tax free bonds (valued at cost unless stated otherwise)	-	1,547,080,000
	-	<b>1,547,080,000</b>

Name of body Corporates	Maturity Date	No. of bonds		Amount (₹)	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
8.48 % India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000 each	June 22, 2029	-	150,000	-	150,000,000
8.76 % National Housing Bank - Tax Free Bonds of ₹ 5,000 each	June 13, 2034	-	79,416	-	397,080,000
8.50 % National Highways Authority of India - Tax Free Bonds of ₹ 1,000 each	February 5, 2029	-	1,000,000	-	1,000,000,000
<b>Aggregate value of quoted investment</b>		-	1,229,416	-	1,547,080,000

Aggregate market value of investment in tax free bonds as at March 31, 2015 is not ascertainable (March 31, 2014: Not Ascertainable)

### Current Investments (valued at lower of cost and fair value) (other than trade unquoted)

₹

	As at March 31, 2015	As at March 31, 2014
Investments in tax free bonds (valued at cost unless stated otherwise)	225,440,000	-
Current investments in mutual funds	7,496,283,614	4,709,922,209
	<b>7,721,723,614</b>	<b>4,709,922,209</b>

### Investment in Tax Free Bonds

Name of body Corporates	Maturity Date	No. of units		Amount (₹)	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
8.46% Power Financial Corporation Ltd- Tax Free Bonds of ₹ 1,000,000 each	August 30, 2028	100	-	111,050,000	-
8.66% India Infrastructure Finance Company Limited (IIFCL) - Tax Free Bonds of ₹ 1,000 each	June 22, 2034	100,000	-	114,390,000	-
<b>Aggregate value of quoted investment</b>		<b>100,100</b>	-	<b>225,440,000</b>	-

Aggregate market value of investment in tax free bonds as at March 31, 2015 is not ascertainable (March 31, 2014: Not Ascertainable)

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## Investment in mutual funds - fixed maturity plans

Name of scheme	Maturity Date	No. of bonds		Amount (₹)	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Birla sunlife Fixed term plan -Series FF growth	July 8, 2014	-	10,000,000	-	100,000,000
Birla sunlife Fixed term plan -Series KF (1099 Days) Gr. Direct	February 23, 2017	11,172,129	11,172,129	111,721,290	111,721,290
Birla sunlife Fixed term plan -Series KI (1099 Days) Gr. Direct	March 2, 2017	11,000,000	11,000,000	110,000,000	110,000,000
HDFC FMP 371D February 2014 (2) Series 29 - Direct - Growth	May 2, 2017	10,919,216	16,058,347	109,192,160	160,583,470
Religare Fixed maturity plan - Series XVII Plan A (17Months) Growth	July 14, 2014	-	10,000,000	-	100,000,000
Religare Invesco FMP - Series 22 - Plan K (367 days) - Direct Plan Growth	February 23, 2015	-	11,000,000	-	110,000,000
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan - Growth Option	April 27, 2017	9,141,437	17,234,632	91,414,366	172,346,317
ICICI Prudential FMP series 63 - 3 years plan M Cumulative	August 3, 2015	20,000,000	20,000,000	200,000,000	200,000,000
ICICI Prudential FMP series 66-420 days plan A Regular Plan Cumulative	April 2, 2014	-	10,000,000	-	100,000,000
JP Morgan India Income Fund Series 301 - Growth (Refer note b)	July 29, 2015	50,000,010	50,000,010	500,000,100	500,000,100
L&T FMP - VII (July1189D A) Direct Plan - Growth	May 30, 2016	5,000,000	5,000,000	50,000,000	50,000,000
ICICI Prudential FMP Series 68-369 Days Plan I -Direct Plan -Cumulative	August 2, 2016	12,500,000	12,500,000	125,000,000	125,000,000
Kotak FMP Series 106 Direct Growth	August 4, 2016	10,000,000	10,000,000	100,000,000	100,000,000
Religare Invesco FMP - Series XIX - Plan C (367 days) - Direct Plan Growth	August 1, 2016	15,000,000	15,000,000	150,000,000	150,000,000
ICICI Prudential FMP Series 68-369 Days Plan K -Regular Plan -Cumulative	August 23, 2016	21,930,025	21,930,025	219,300,250	219,300,250
Birla Sunlife Interval Income fund Annual plan Series IX- Dir Growth	August 3, 2015	20,000,000	20,000,000	200,000,000	200,000,000
L&T FMP Series 8 - Plan G - Direct Growth	October 3, 2016	9,026,330	22,000,000	90,263,298	220,000,000
HDFC FMP 1143D July 2013 (1) Series 27 - Regular - Growth	September 24, 2016	10,000,000	10,000,000	100,000,000	100,000,000
Kotak FMP Series 157 (370 Days) - Direct Growth	April 22, 2015	15,000,000	-	150,000,000	-
Kotak FMP Series 160 - Direct - Growth	March 20, 2017	10,000,000	-	100,000,000	-
UTI Fixed Term Income Fund Series XIX-VIII (368 days) - Direct Growth Plan	June 29, 2015	10,000,000	-	100,000,000	-
Reliance Fixed Horizon Fund - XXVI - Series 9 - Direct Plan Growth Plan ( XI-AG)	April 7, 2015	11,500,000	-	115,000,000	-
Kotak FMP Series 163 (1100 Days) - Direct Growth	September 5, 2017	14,000,000	-	140,000,000	-
SBI Debt Fund Series - A 26 - 682 Days - Direct - Growth	April 6, 2016	15,000,000	-	150,000,000	-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

Name of scheme	Maturity Date	No. of bonds		Amount (₹)	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
ICICI Prudential FMP Series 69-433 Days Plan E -Direct Plan -Cumulative	October 20, 2016	7,500,000	7,500,000	75,000,000	75,000,000
Kotak FMP series 111 Direct - Growth	August 22, 2016	10,000,000	10,000,000	100,000,000	100,000,000
Kotak FMP series 112 Direct - Growth	August 29, 2016	10,000,000	10,000,000	100,000,000	100,000,000
<b>Total - (A)</b>		<b>318,689,147</b>	<b>310,395,143</b>	<b>3,186,891,464</b>	<b>3,103,951,427</b>

## Investment in mutual funds - other than fixed maturity plans (doesn't have fixed maturity period)

Name of scheme	No. of units		Amount (₹)	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Birla Sun life Dynamic bond- Retail - Growth - Regular Plan	-	8,782,493	-	173,991,293
HDFC Short term plan - Growth	-	2,963,552	-	66,938,638
Birla Sun Life Income Plus - Growth-Regular Plan	3,259,221	3,259,221	179,936,053	176,096,704
ICICI Prudential Short Term - Regular Plan - Growth Option	2,447,841	2,447,841	60,000,000	60,000,000
Reliance Short Term Fund - Growth Plan Growth Option	-	6,609,076	-	148,129,887
DWS premier bond fund - Regular Plan Growth	5,313,948	5,313,948	100,000,000	100,000,000
UTI Short term Income Fund -Institutional Option- Growth	7,947,451	7,947,451	111,107,759	111,107,759
Reliance Dynamic bond fund -growth plan	-	7,634,529	-	121,010,005
ICICI Prudential Income - Regular Plan - Growth	3,523,392	3,523,392	130,000,000	130,000,000
ICICI Prudential Gilt Fund Investment Regular Plan Growth	2,528,874	2,528,874	100,000,000	100,000,000
ICICI Prudential Liquid Fund - Regular Growth	-	100,914	-	18,696,496
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular Plan - Growth	7,257,842	-	199,782,265	-
IDFC Banking Debt Fund - Regular Plan- Growth	18,249,341	18,249,341	200,000,000	200,000,000
Axis Banking Debt Fund - Direct Plan - Growth	170,706	170,706	200,000,000	200,000,000
HDFC Short Term Opportunities Fund - Growth	14,123,197	-	200,000,000	-
Birla Sun Life Short Term Fund -Growth-Regular Plan	4,126,698	-	200,000,000	-
Birla Sunlife Cash Plus - Growth - Regular Plan	1,013,473	-	226,771,635	-
HDFC Liquid Fund - Direct Plan - Growth Option	-	-	-	-
HDFC Liquid Fund - Growth	-	-	-	-
Reliance Yearly Interval Fund - Series 9-Direct Plan Growth Plan	12,886,005	-	140,000,000	-
HDFC Banking and PSU Debt Fund - Regular Plan - Growth Option	26,491,308	-	291,560,686	-
HDFC Gilt Fund Long term Growth	7,056,167	-	200,000,000	-
HDFC Cash Management Fund - Savings Plan - Growth	34,338,655	-	1,000,000,000	-
Reliance Liquid Fund - Treasury Plan-Growth Plan - Growth Option	-	-	-	-
Reliance Money Manager Fund- Direct Growth Plan	259,880	-	500,233,752	-
Birla Sun Life Floating Rate Short Term Plan- Growth Regular plan	1,450,235	-	270,000,000	-
<b>Total - (B)</b>	<b>152,444,234</b>	<b>69,531,338</b>	<b>4,309,392,150</b>	<b>1,605,970,782</b>
<b>Aggregate value of unquoted investment (C= A+B)</b>	<b>471,133,381</b>	<b>379,926,481</b>	<b>7,496,283,614</b>	<b>4,709,922,209</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 ₹ 8,209,174,165 (March 31, 2014: ₹ 5,010,447,277)
- The investment in JP Morgan India Income Fund Series 301 - Growth is subject to lien against overdraft facility of ₹ 250,000,000 availed by the Company from HDFC Bank utilization till March 31, 2015: ₹ Nil (March 31, 2014: ₹ Nil)



# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 14. LONG TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

₹

	As at March 31, 2015	As at March 31, 2014
Capital advances (Refer note 28)	183,854,936	140,509,263
Security deposits	93,820,059	108,994,857
Security deposits to related parties	-	1,850,000
Prepaid expenses	13,787,326	1,937,425
Advance taxes (net of provision for taxation ₹ 1,756,573,447 (March 31, 2014: ₹ 1,201,488,488))	64,317,609	59,249,987
Income tax refund receivable	15,376,112	14,914,317
<b>Total Long Term Loans and Advances</b>	<b>371,156,042</b>	<b>327,455,849</b>
<b>Loans and advances due by directors, relatives of directors and related parties:</b>		
Security deposits include:		
From Key Management Personnel	-	925,000
From Relatives of Key Management Personnel	-	925,000

## 15. OTHER NON CURRENT ASSETS

₹

	As at March 31, 2015	As at March 31, 2014
Bank deposits with original maturity of more than 12 months	601,291	555,441
<b>Total Other non current assets</b>	<b>601,291</b>	<b>555,441</b>

## 16. TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD)

₹

	As at March 31, 2015	As at March 31, 2014
Outstanding for a period exceeding six months from the date they are due for payment	837,840	-
Other trade receivables	-	-
<b>Total Trade Receivables</b>	<b>837,840</b>	<b>-</b>

## 17. CASH AND BANK BALANCES

₹

	As at March 31, 2015	As at March 31, 2014
<b>Cash and cash equivalents</b>		
Cash on hand	6,309,920	5,940,727
Cheques/drafts on hand	2,389,857	1,446,138
Balance with Bank		
- on current accounts	410,501,016	290,920,700
- in unpaid dividend account*	1,608,036	-
- in public issue refund account**	752,461	1,217,436
<b>Total Cash and cash equivalents</b>	<b>421,561,290</b>	<b>299,525,001</b>
<b>Other bank balances</b>		
Bank deposits with original maturity for more than 3 months but less than 12 months (Held as guarantee ₹ Nil (March 31, 2014: ₹ 65,011,197))	-	69,514,104
<b>Total Cash and Bank Balances</b>	<b>421,561,290</b>	<b>369,039,105</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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 18. SHORT TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

₹

	As at March 31, 2015	As at March 31, 2014
Advances recoverable in cash or kind or for value to be received	11,170,175	5,188,126
Security deposits	32,838,605	46,230,115
Security deposits to related parties	1,850,000	-
<b>Other loans and advances</b>		
Service tax input credit	18,132,403	19,167,948
Prepaid gratuity (Refer note 33)	-	2,421,899
Prepaid expenses	67,501,522	59,616,665
Advance to vendors	46,216,620	3,335,417
<b>Total Short Term Loans and Advances</b>	<b>177,709,325</b>	<b>135,960,170</b>
<b>Loans and advances due by directors, relatives of directors and related parties:</b>		
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	-

## 19. OTHER CURRENT ASSETS

₹

	As at March 31, 2015	As at March 31, 2014
Interest accrued but not due on fixed deposit	33,809	31,193
Interest accrued but not due on tax free bonds	6,597,203	19,989,867
Amount due from related parties	-	309,440
<b>Total Other Current Assets</b>	<b>6,631,012</b>	<b>20,330,500</b>
<b>Amount due from enterprises owned or significantly influenced by Key Management Personnel or their relatives:</b>		
Just Dial Global Private Limited	-	309,440

## 20. REVENUE FROM SALE OF SEARCH AND OTHER RELATED SERVICES

₹

	For the year ended March 31 2015	For the year ended March 31, 2014
Sale of search related services	5,882,961,582	4,591,531,678
Other operating revenue	15,016,985	21,395,207
<b>Total Revenue</b>	<b>5,897,978,567</b>	<b>4,612,926,885</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 21. OTHER INCOME

₹

	For the year ended March 31 2015	For the year ended March 31, 2014
Interest income on		
Bank deposits	2,521,820	7,028,807
Non current investments (tax free bonds)	130,008,832	30,477,344
Income tax refund	-	2,275,065
Profit on sale of		
Current investments (net)*	162,259,271	348,194,786
Non current investments (tax free bonds)	186,398,860	-
Other non-operating income		
Service charges	1,295,554	8,098,985
Miscellaneous income	6,390,459	3,413,005
<b>Total Other Income</b>	<b>488,874,796</b>	<b>399,487,992</b>

\* Net of mark to market losses of ₹ 217,735 (March 31, 2014: ₹ 3,839,349)

## 22. EMPLOYEE BENEFITS EXPENSE

₹

	For the year ended March 31 2015	For the year ended March 31, 2014
Salaries, wages and bonus	2,750,187,933	2,164,619,044
Contribution to provident fund and other funds	80,291,033	55,332,067
Employee stock option plan (ESOP)	152,531,704	2,220,664
Gratuity expenses (Refer note 33)	42,640,741	13,421,919
Staff welfare expenses	62,067,031	51,407,000
<b>Total Employee Benefits Expense</b>	<b>3,087,718,442</b>	<b>2,287,000,694</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 23. OTHER EXPENSES

₹

	For the year ended March 31 2015	For the year ended March 31, 2014
Collection charges	23,613,690	23,099,702
Transportation expenses	1,846,597	920,416
Power and fuel	100,391,183	85,797,870
Rent	226,330,341	176,637,530
Rates and taxes	4,226,947	4,395,598
Insurance	982,843	1,060,940
Repairs and maintenance		
- Plant and machinery	19,466,810	17,169,974
- Building	-	251,462
- Others	53,751,827	45,582,951
Advertising and sales promotion	166,843,858	141,554,250
Brokerage & commission	3,101,954	5,600,870
Travelling and conveyance	17,827,536	14,045,083
Communication costs	208,773,810	167,399,994
Internet and server charges	130,105,360	66,114,443
Printing and stationery	13,448,903	13,655,254
Legal and professional fees	15,523,436	390,000
Directors sitting fees	730,000	18,005,946
Registration & membership fees	2,057,629	786,386
Payment to auditor	4,621,841	2,956,941
Recruitment expenses	5,916,818	5,656,037
Data base and content charges	108,931,518	70,342,633
Sundry balance written off	911,457	3,018,078
Bad debts written off	-	5,146,935
Office expenses	22,980,753	19,469,551
Exchange difference (net)	135,273	1,324,676
Hire charges	3,610,237	2,101,034
Corporate social responsibilities expenditure	7,296,268	4,800,000
Donation	1,113,000	461,500
Loss on discarding/sale of assets (net)	3,321,961	328,419
Miscellaneous expenses	5,804,713	5,869,523
<b>Total Other Expenses</b>	<b>1,153,666,563</b>	<b>903,943,996</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 24. EARNINGS PER SHARE (EPS)

₹

	For the year ended March 31 2015	For the year ended March 31, 2014
<b>Basic</b>		
Net Profit as per statement of profit and loss	1,388,415,885	1,206,080,159
Weighted average number of equity shares in calculating basic EPS	70,284,610	69,994,062
<b>Earning per share</b>	<b>19.75</b>	<b>17.23</b>
<b>Diluted</b>		
Net Profit as per statement of profit and loss	1,388,415,885	1,206,080,159
Weighted average number of equity shares in calculating basic EPS	70,284,610	69,994,062
Equity shares arising on grant of stock options under ESOP	513,828	496,746
Total no of shares outstanding (weighted average) (including dilution)	70,798,438	70,490,808
<b>Earning per share</b>	<b>19.61</b>	<b>17.11</b>

## 25. RELATED PARTIES

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

#### Related parties with whom transactions have taken place during the year

Key Management Personnel	Mr. V. S. S. Mani
	Mr. V. Krishnan
	Mr. Ramani Iyer
	Mr. Ramkumar Krishnamachari
	Mr. Sachin Jain
Relatives of Key Management Personnel	Mrs. Anita Mani
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Just Dial Global Private Limited

### 25.2 Transactions with related parties.

₹

Sr. No.	Particulars	March 31, 2015	March 31, 2014
<b>1</b>	<b>Key Management Personnel</b>		
<b>A</b>	<b>Remuneration</b>		
	Mr. V. S. S. Mani (including rent free accommodation)	16,988,096	15,627,408
	Mr. V. Krishnan (including rent free accommodation)	15,111,263	11,212,047
	Mr. Ramani Iyer	10,852,160	-
	Mr. Ramkumar Krishnamachari (including ESOP expense)	15,956,644	10,260,639
	Mr. Sachin Jain (including ESOP expense)	4,515,075	3,535,618
		<b>63,427,238</b>	<b>40,635,712</b>
<b>B</b>	<b>Lease Rent</b>		
	Mr. V.S.S. Mani	3,068,588	2,910,465
<b>2</b>	<b>Relatives of Key Management Personnel</b>		
<b>A</b>	<b>Lease Rent</b>		
	Mrs Anita Mani	3,068,588	2,910,465
<b>3</b>	<b>Enterprises owned or significantly influenced by Key Management Personnel</b>		
<b>A</b>	<b>Just Dial Global Private Limited</b>		
	Service charges (other income)	971,000	8,098,985
	Purchase of Investment in Just Dial Inc, Delaware, United States of America	4,467,964	-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

₹

Sr. No.	Balance outstanding at the year end	March 31, 2015	March 31, 2014
<b>1</b>	<b>Key Management Personnel</b>		
A	Remuneration Payable		
	Mr. V.S.S. Mani	2,029,020	501,551
	Mr. V. Krishnan	1,278,564	1,115,702
	Mr. Ramani Iyer	2,495,851	-
	Mr. Ramkumar Krishnamachari	853,520	808,884
	Mr. Sachin Jain	231,887	154,661
		<b>6,888,843</b>	<b>2,580,798</b>
B	Advances given		
	Mr. Ramkumar Krishnamachari	700,000	-
C	Security Deposit given		
	Mr. V.S.S. Mani	9,25,000	9,25,000
<b>2</b>	<b>Relatives of Key Management Personnel</b>		
A	Security Deposit given		
	Mrs Anita Mani	9,25,000	9,25,000
<b>3</b>	<b>Enterprises owned or significantly influenced by Key Management Personnel or their relatives</b>		
A	Receivable from Just Dial Global Private Limited towards service charges	-	3,09,440

## 26. LEASES

### Operating Lease

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 year of minimum 3 years in some lease agreements. There are no subleases.

Details of lease payments during the year ended and future commitments on non-cancellable operating leases are as follows:

₹

Particulars	Operating Lease	
	March 31, 2015	March 31, 2014
Lease payments for the year	224,020,315	176,637,530
<b>Minimum Lease Payments</b>		
Not later than one year	187,132,657	177,841,961
Later than one year but not later than five years	540,383,037	401,642,730
Later than five years	63,996,059	41,376,279

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 27. PENDING LITIGATIONS

### A) Contingent Liabilities not provided for

₹

Particulars	March 31, 2015	March 31, 2014
<b>Claims against the company not acknowledged as debts (Refer note 2)</b>	10,732,543	3,744,056
<b>Income Tax Demands(Refer note 1):</b>		
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.	2,934,950	6,934,880
Tax Deducted at Source (TDS) Demands(Refer note 1):		
TDS in respect of Assessment year 2011-12 of which the Company has preferred an appeal.	-	146,193

#### Notes:

- 1) 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.
- 2) 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.

### B) Provision for other statutory liability

- 1) At March 31, 2015, provision for contribution to Employee State Insurance Corporation aggregates ₹ 30,251,804 (March 31, 2014: ₹ 30,251,804) which is based on estimates and as per the provisions of the ESIC Act. 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 ₹ 199,240 (March 31, 2014: ₹ 1,224,593) was recorded as provision against such demand notices.

## 28. CAPITAL AND OTHER COMMITMENTS

₹

Particulars	March 31, 2015	March 31, 2014
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	372,223,579	411,053,711
(b) Other Commitments	70,000,000	-

(c) For commitments related to acquisition of Bangalore land (refer note 36)

(d) For commitments relating to lease arrangements (refer note 26)

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 29. 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	Construction/acquisition of any asset (i)	On purpose other than (i)	Total
Gross amount required to be spent	-	-	22,319,104
Spent during the year in cash towards educational purposes	-	7,296,268	7,296,268
Balance unspent during the year	-	-	15,022,836

Of the above, total spent of ₹ 7,296,268 the Company has spent ₹ 24,962,68 for school building renovation and ₹ 4,800,000 to Education society.

## 30. 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, 2015 and March 31, 2014. 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.

## 31. SEGMENT DISCLOSURE

### Geographical segment

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	March 31, 2015
India	5,897,978,567
Outside India	-
<b>Total</b>	<b>5,897,978,567</b>

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	March 31, 2015
India	9,641,136,036
Outside India	4,140,507
<b>Total</b>	<b>9,645,276,543</b>

### Segment liabilities

Particulars	March 31, 2015
India	2,909,945,010
Outside India	1,768,563
<b>Total</b>	<b>2,911,713,573</b>



# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## Additions to fixed assets and intangible assets

Particulars	March 31, 2015
India	648,059,746
Outside India	-
<b>Total</b>	<b>648,059,746</b>

## Depreciation and amortization

Particulars	March 31, 2015
India	240,999,298
Outside India	-
<b>Total</b>	<b>240,999,298</b>

## Non cash expenses

Particulars	March 31, 2015
India	152,531,704
Outside India	-
<b>Total</b>	<b>152,531,704</b>

## 32. 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.

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
	Pool 6	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
	Pool 6	31-Oct-10	20-Oct-10	155,176	4 Years	
	Pool 6	1-Dec-10	1-Dec-10	138,525	4 Years	
	Pool 6	25-Mar-11	25-Mar-11	10,311	4 Years	

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

Particulars	Pool	Date of grant	Date of Board/ Shareholders Approval	Number of options granted	Vesting period	Vesting Conditions
ESOP Scheme 2013	Pool I	31-July-14	30-Sep-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 II	31-July-14	30-Sep-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
	Pool III	31-July-14	30-Sep-13	17,284	2 Years	50% & 50% vests in each of the first 2 years from the date of the grant subject to continuance of services
	Pool IV	31-July-14	30-Sep-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 I	31-Oct -14	24-Sep-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
	Pool I	31-Dec -14	24-Sep-14	31,313	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
	Pool II	31- Oct-14	24-Sep-14	18,099	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
	Pool II	31-Dec -14	24-Sep-14	91,682	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
	Pool III	31-Oct-14	24-Sep-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 under Pool 2 of ESOP Scheme 2008 have been summarised below: (refer note 1 below)

Particulars	March 31, 2015		March 31, 2014	
	Number of options	Weighted Average Exercise Price(₹)	Number of options	Weighted Average Exercise Price(₹)
Outstanding at the beginning of the year	-	-	4,468	4,595
Exercised during the year	-	-	(4,468)	4,595
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-
Weighted average remaining contractual life (in years)	-	-	-	-
Weighted average fair value of options granted on the date of grant	48		48	

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

b) The details of activity under Pool 5 of ESOP Scheme 2010 have been summarised as below:

Particulars	March 31, 2015		March 31, 2014	
	Number of options	Weighted Average Exercise Price(₹)	Number of options	Weighted Average Exercise Price(₹)
Outstanding at the beginning of the year	17,934	80	48,613	80
Forfeited during the year	-	-	(2,800)	80
Exercised during the year	(17,934)	80	(27,879)	80
Outstanding at the end of the year	-	-	17,934	80
Exercisable at the end of the year	-	-	-	-
Weighted average remaining contractual life (in years)	6	-	7	-
Weighted average fair value of options granted on the date of grant	37		37	

c) The details of activity under Pool 6 of ESOP Scheme 2010 have been summarised below:

Particulars	March 31, 2015		March 31, 2014	
	Number of options	Weighted Average Exercise Price(₹)	Number of options	Weighted Average Exercise Price(₹)
Outstanding at the beginning of the year	333,822	67	734,737	70
Forfeited during the year	(4,260)	80	(31,874)	80
Exercised during the year	(324,261)	67	(369,041)	71
Outstanding at the end of the year	5,301	80	333,822	67
Exercisable at the end of the year	5,301	80	11,722	80
Weighted average remaining contractual life (in years)	7	-	8	-
Weighted average fair value of options on the date of grant	44		44	

d) The details of activity under ESOP Scheme 2013 with an exercise price of ₹ 80 have been summarised below:

Particulars	Pool I		Pool II		Pool III		Pool IV	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Outstanding at the beginning of the year	-	-	-	-	-	-	-	-
Granted During the year	67,750	-	29,381	-	17,824	-	235,045	-
Forfeited during the year	(2,000)	-	-	-	(1,100)	-	-	-
Exercised During the year	-	-	-	-	-	-	-	-
Outstanding at the end of the year	65,750	-	29,381	-	16,724	-	235,045	-
Exercisable at the end of the year	-	-	-	-	-	-	-	-
Weighted average remaining contractual life (in years)	9	-	10	-	8	-	11	-
Weighted average fair value of options on the date of grant	1,552		1,557		1,542		1,566	

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

e) The details of activity under ESOP Scheme 2014 (October 14) with an exercise price of ₹ 80 have been summarised below:

Particulars	Pool I		Pool II		Pool III	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Outstanding at the beginning of the year	-	-	-	-	-	-
Granted During the year	89,018	-	18,099	-	10,000	-
Forfeited during the year	-	-	-	-	-	-
Exercised During the year	-	-	-	-	-	-
Outstanding at the end of the year	89,018	-	18,099	-	10,000	-
Exercisable at the end of the year	-	-	-	-	-	-
Weighted average remaining contractual life (in years)	12	-	10	-	10	-
Weighted average fair value of options on the date of grant	1,595		1,586		1,582	

f) The details of activity under ESOP Scheme 2014 (December 14) with an exercise price of ₹ 80 have been summarised below:

Particulars	Pool I		Pool II	
	Number of options	Weighted Average Exercise Price (₹)	Number of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	-	-	-	-
Granted During the year	31,313	-	91,682	-
Forfeited during the year	(990)	-	(2,234)	-
Exercised During the year	-	-	-	-
Outstanding at the end of the year	30,323	-	89,448	-
Exercisable at the end of the year	-	-	-	-
Weighted average remaining contractual life (in years)	12	-	10	-
Weighted average fair value of options on the date of grant		1,221		1,213

## 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.
- Effect of the employee share-based payment plans on the statement of profit and loss and on its financial position:

₹

	March 31, 2015	March 31, 2014
Total employee compensation cost pertaining to share based payment plans (all equity settled) for the year	152,531,704	2,220,664
Employee compensation cost transferred to Securities premium during the year	(6,055,875)	(5,243,310)
Liability for employee stock option outstanding as at year End	151,868,351	5,392,522

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 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:

₹

	March 31, 2015	March 31, 2014
Profit as reported	1,388,415,885	1,206,080,159
Add: Employee stock compensation under intrinsic value method	152,531,704	2,220,664
Less: Employee stock compensation under fair value method	(148,214,354)	(6,152,234)
Proforma Profit	1,392,773,235	1,202,148,589
Earnings Per Share		
Basic		
- As reported	19.75	17.23
- Pro forma	19.82	17.18
Diluted		
- As reported	19.61	17.11
- Pro forma	19.67	17.05

## 4. 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	Pool I	Pool II	Pool III	Pool IV
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility (%)	53.00%	53.00%	53.00%	53.00%
Risk free interest rate (%)	8.67%	8.67%	8.67%	8.67%
Spot price (₹)	1,608.75	1,608.75	1,608.75	1,608.75
Exercise Price (₹)	80.00	80.00	80.00	80.00
Expected life of options granted in the year	4	5	2	7
Fair value (₹)	1,552.35	1,557.14	1,541.60	1,565.72

### ESOP Scheme 2014: Options granted in October 2014

Particulars	Pool I	Pool II	Pool III
Dividend yield (%)	0.00%	0.00%	0.00%
Expected volatility (%)	50.00%	50.00%	50.00%
Risk free interest rate (%)	8.36%	8.36%	8.36%
Spot price (₹)	1,639.85	1,639.85	1,639.85
Exercise Price (₹)	80.00	80.00	80.00
Expected life of options granted in the year	7	5	4
Fair value (₹)	1,594.74	1,586.28	1,581.55

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## ESOP Scheme 2014: Options granted in December 2014

Particulars	Pool I	Pool II
Dividend yield (%)	0.00%	0.00%
Expected volatility (%)	44.00%	44.00%
Risk free interest rate (%)	7.96%	7.96%
Spot price (₹)	1,268.10	1,268.10
Exercise Price (₹)	80.00	80.00
Expected life of options granted in the year	7	5
Fair value (₹)	1,220.99	1,212.73

5. Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 1,621.

## 33. EMPLOYEE BENEFITS

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.

### Statement of Profit and Loss

#### Net employees benefit expense (recognised in Employee Cost)

₹

Particulars	March 31, 2015	March 31, 2014
Current service cost	21,886,646	11,387,739
Interest cost on benefit obligation	6,496,641	4,640,114
Expected return on plan assets	(6,363,737)	(4,853,381)
Net actuarial loss recognised in the year	20,621,191	2,247,447
<b>Net Benefit expense</b>	<b>42,640,741</b>	<b>13,421,919</b>
Actual Return on Plan Assets	5,254,670	4,592,891

### Balance Sheet

#### Details of Provision for Gratuity

₹

Particulars	March 31, 2015	March 31, 2014
Defined benefit obligation	111,623,811	68,286,290
Fair value of plan assets	110,313,032	70,708,189
<b>Plan asset/ (liability)</b>	<b>(1,310,779)</b>	<b>2,421,899</b>

#### Changes in the present value of the defined benefit obligation are as follows:

₹

Particulars	March 31, 2015	March 31, 2014
Opening defined benefit obligation	68,286,290	53,499,976
Interest cost	6,496,641	4,640,114
Current service cost	21,886,646	11,387,739
Less: benefits paid	(4,557,890)	(3,228,496)
Actuarial losses on obligation	19,512,124	1,986,957
<b>Closing defined benefit obligation</b>	<b>111,623,811</b>	<b>68,286,290</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

Changes in the fair value of plan assets are as follows:

₹

Particulars	March 31, 2015	March 31, 2014
Opening fair value of plan assets	7,07,08,189	54,325,523
Expected return	63,63,737	4,853,381
Contributions by employer	3,89,08,063	15,018,271
Less: benefits paid	(45,57,890)	(3,228,496)
Less: Actuarial gains/(losses)	(11,09,067)	(260,490)
<b>Closing fair value of plan assets</b>	<b>110,313,032</b>	<b>70,708,189</b>

The Company expects to contribute approximately an additional ₹ 22,313,213 (March 31, 2014: ₹ 10,000,000) 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	March 31, 2015	March 31, 2014
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 principal assumptions used in determining gratuity for the Company's plans are shown below:

(%)

Particulars	March 31, 2015	March 31, 2014
Discount Rate	7.77	8.70
Salary Escalation	7	7
Expected Return on Assets	9	9
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.

## Experience adjustments:

Amounts for the current period and previous four years are as follows:

₹

Particulars	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Defined benefit obligation	111,623,811	68,286,290	53,499,976	38,587,634	20,492,936
Plan assets	110,313,032	70,708,189	54,325,523	41,006,515	29,096,736
<b>Surplus / (deficit)</b>	<b>(1,310,779)</b>	<b>2,421,899</b>	<b>825,547</b>	<b>2,418,881</b>	<b>8,603,800</b>
Experience adjustment on plan liabilities	14,432,085	5,407,432	4,130,605	1,649,676	1,674,284
Experience adjustment on plan assets	(1,109,067)	(260,490)	150,500	291,575	-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

## 34. EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)

₹

Particulars	March 31, 2015	March 31, 2014
Travelling and conveyance	1,937,005	1,043,963
Internet and server charges	29,961,494	1,848,254
Advertising and sales promotion	5,512,726	6,047,206
Data base and content charges	1,468,845	1,751,964
	<b>38,880,069</b>	<b>10,691,387</b>

## 35. PROPOSED DIVIDEND

The final dividend proposed for the year is as follows:

₹

Particulars	March 31, 2015	March 31, 2014
On Equity Shares of ₹ 10 each		
Amount of dividend proposed	140,985,490	140,310,100
Dividend per Equity Share	2	2

## 36. ACQUISITION OF BANGALORE LAND

During the year ended March 31, 2015, the Company obtained the possession of 15 acres of leasehold land for 99 years 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 and paid total consideration of ₹ 375,007,500

The Company is in process of execution of Leasehold land agreement and preparing the Project plan for the above project. Accordingly, capital commitments in Note 28, does not include any amount towards this project.

Further, 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.

## 37. ACQUISITION OF JUST DIAL INC. DELAWARE, UNITED STATES OF AMERICA

During the year in October 2014, 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 this acquisition, Just Dial Inc has become subsidiary of the Group from October 1, 2014.



# Notes to Consolidated Financial Statements

for the year ended March 31, 2015

Assets and liabilities of Just Dial Inc consolidated in Group

Particulars	₹
<b>Equity and Liabilities</b>	
Shareholders' funds	4,865,873
Current - liabilities	1,768,563
<b>Total</b>	<b>6,634,436</b>
<b>Assets</b>	
Non - current assets	634,106
Current assets	6,000,330
<b>Total</b>	<b>6,634,436</b>
Total revenue from operations and other income considered in the consolidated financial statements	5,286,803
Total expenses considered in the consolidated financial statements	62,329,74
(Loss) considered in consolidated financial statements	(946,171)
Capital Reserve recognized in consolidated financial statements	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

Particulars	Net Assets, i.e total assets minus total liabilities		Share in profit or (loss)	
	As % of consolidated net assets	Amount	As a % of Profit or (loss)	Amount
<b>Parent</b>				
Just Dial Limited	100.00%	6,733,165,058	100.00%	1,388,901,318
<b>Foreign Subsidiary</b>				
Just Dial Inc. (Delaware United States of America)	0.00%	397,910	0.00%	(485,433)
<b>Total</b>	<b>100.00%</b>	<b>6,733,562,968</b>	<b>100.00%</b>	<b>1,388,415,885</b>

## 38. EVENTS SUBSEQUENT TO MARCH 31, 2015

- Subsequent to the year end on May 27, 2015 the compensation committee granted 117,660 options to employees under ESOP scheme 2014 and ESOP Scheme 2013 (May 15).
- Subsequent to the year ended March 31, 2015, the Company has purchased office premises at Mumbai at a consideration of ₹ 90,000,000 from Mr V. S. S. Mani (Managing Director and Chief executive officer) and Mrs Anita Mani (Director).

- Previous year figures have been regrouped/ reclassified, whenever necessary, to conform to current year classification. As indicated in Note 1, the Company acquired subsidiary during the year and hence figures for the previous year includes financials position, results of operations and cash flow of the parent company only.

As per our report of even date  
For **S. R. Batliboi & Associates LLP**  
ICAI Firm registration number: 101049W  
Chartered Accountants

per **Govind Ahuja**  
Partner  
Membership no. 48966  
Place : Mumbai  
Date : May 29, 2015

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 21<sup>st</sup> Annual General Meeting of the Members of Just Dial Limited (the "**Company**") will be held on Wednesday, September 30, 2015 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 the audited standalone financial statements together with the reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2015 and the audited consolidated financial statements together with Auditors Report for the financial year ended March 31, 2015
2. To declare dividend on equity shares of the Company having a face value of ₹ 10/- each (the "**Equity Shares**") for the Financial Year ended March 31, 2015.
3. To appoint a director in place of Mr. V. Krishnan (DIN 00034473), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
4. 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 of the Companies Act, 2013 and the rules made thereunder, the Company hereby ratifies the appointment of **M/s. S. R. Batliboi & Associates LLP**, Chartered Accountants (Firm Registration No. 101049W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 22<sup>nd</sup> Annual General Meeting, at such remuneration as may be mutually agreed upon between **M/s. S. R. Batliboi & Associates LLP**, Chartered Accountants and the Board of Directors of the Company"

## SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force) and rules made thereunder, the new draft Articles of Association as placed before the members be and is hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take all necessary steps and to do all such acts, deeds and things, as they may deem fit, in the connection, and also further to comply with such filings and

registrations, if any, under the Companies Act, 2013 in relation to the aforesaid amendment to the Articles of Association."

6. To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, including any statutory modifications or re-enactment thereof, for the time being in force, the consents of the shareholders of the Company be and are hereby accorded to the Board ("**Board**" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution) of the Company to acquire/invest by way of subscription, purchase or otherwise, the securities of any other body corporate, which together with loan already given, guarantee or security already provided and investment made by way of subscription, purchase or otherwise of securities of other body corporate exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, provided that the aforesaid limit at any one time shall not exceed ₹ 2,000 Crores (Rupees Two Thousand Crores Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors

Place: Mumbai  
Date: August 25, 2015

**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.

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business with respect to Item Nos. 5 to 6 of the Notice, to be transacted at the Annual General Meeting is annexed hereto and form part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM FOR THE ANNUAL GENERAL MEETING IS ENCLOSED.**
3. **THE INSTRUMENT OF PROXY IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
4. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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 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.
5. All documents referred to in the Notice along with Annual Report are available for inspection by the members at the Registered Office of the Company, on all working days except Saturdays, Sundays and other public holidays between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
6. Members of the Company, holding shares either in physical form or dematerialized form, as on the record date i.e. August 21, 2015 will receive the Annual Report.
7. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. V. Krishnan (DIN 00034473), 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. The details of the Directors, who are to be appointed /re-appointed as required under Clause 49 of the Listing Agreement, are enclosed herewith in 'Annexure A'.
8. Members/proxies should bring the enclosed attendance slip, duly filled in, for attending the Meeting. 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.
9. Members are requested to bring their copies of the Annual Report for the Meeting.
10. 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.
11. Pursuant to the provisions of section 91 of the Companies Act, 2013 and clause 16 of the Equity Listing Agreement, the Register of Members and Share Transfer Book of the Company will remain closed from Monday, September 14, 2015, to Friday, September 18, 2015 (both days inclusive) for the purpose of entitlement of dividend, if declared at the Annual General Meeting for the financial year ended March 31, 2015.
12. The dividend on Equity Shares as recommended by the Board of Directors for the financial year ended March 31, 2015, if approved at the Meeting, will be payable to those members who hold shares:
  - a) In dematerialized form based on the beneficial ownership details to be received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, September 11, 2015.
  - b) In Physical Form, if their names appear in the Company's Register of Members after giving effect to valid transfers in physical form lodged with the Company and its registrar and Transfer Agent before the close of business hours on Friday, September 11, 2015.
13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company and its Registrar and Transfer Agent, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants by the members.
14. Members are requested to send all share transfer lodgments (Physical mode) upto the record date and address all correspondence to the Registrar and Share Transfer Agent of the Company, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad – 500032, in respect of changes, if any, in their respective email addresses and postal addresses along with PIN Code at an early date. 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.

15. Non-resident members are requested to inform the Company at its Registered Office immediately in relation to:

- a) The change in the residential status on return to India for permanent settlement.
- b) The particulars of NRE Bank Account maintained in India with complete name and address of bank if not furnished earlier.

16. Corporate Members are requested to send a duly certified copy of their board resolution, authorizing their representative to attend and vote, on their behalf, at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.

17. Members desirous of asking any questions at the 21<sup>st</sup> Annual General Meeting are requested to send in their questions so as to reach the Company's Registered Office at least seven days prior to the date of the 21<sup>st</sup> Annual General Meeting, so that the same can be suitably replied to.

18. 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.

19. 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.

20. Certificates from the Statutory Auditors of the Company certifying that the Company's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members of the Company and requisite Statutory Registers will be available for inspection by the Members at the Annual General Meeting.

21. Members seeking any information relating to the Audited Accounts for the financial year ended March 31, 2015 may write to the Chief Financial Officer of the Company at its registered office or email at [investors@justdial.com](mailto:investors@justdial.com) at least seven days before the date of the Meeting as to enable the Company to keep the information ready.

22. Electronic copy of the Notice of the 21<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is 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 for a hard copy of the same. The members who have not registered their email address, so far are required to register their email address for receiving all communication including Annual Report, notices circular etc, from the Company electronically. The physical copies of the Notice of the 21<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. A 'Green Initiative' Form can be downloaded from the Company's website [www.justdial.com](http://www.justdial.com) to register a Members e-mail ID.

23. Members may also note that the Notice of the 21<sup>st</sup> Annual General Meeting and the Annual Report for financial year 2014 -2015 will also be available on the Company's website [www.justdial.com](http://www.justdial.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@justdial.com](mailto:investors@justdial.com).

#### **24. Voting through electronic means:**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, 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 Wednesday, September 23, 2015 (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 September 27, 2015 and End of remote e-voting : Up to 5.00 p.m. (IST) on September 29, 2015

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:
  - 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.
- Other Instructions:**
- j. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
  - k. A Members can opt for only one mode of voting i.e. either voting through e voting or by Ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as Invalid.
  - l. The facility for voting through Ballot paper shall also be available at the 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.
  - m. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
  - n. 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, 2015, 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.
- o. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen

signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [scrutinizer@justdial.com](mailto:scrutinizer@justdial.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

**B. For members who receive the notice of annual general meeting in physical form:**

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID & initial password is provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xii) under heading A above to vote through e-voting platform.

**C. For members who wish to vote using ballot form:**

Pursuant to clause 35B of the listing agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and return the duly completed and signed copy (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope to the Scrutiniser, V. B. Kondalkar & Associates, Practicing Company Secretary, Unit: Just Dial Limited, C/o Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500032, so as to reach by 5.00 p.m. on Tuesday, September 29, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

**D. General Instructions:**

- a. V. B. Kondalkar & Associates, Practicing Company Secretary (Membership No. ACS - 15697), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) and voting at the venue of the Annual General Meeting in a fair and transparent manner.

- b. 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 e – voting in the presence of at least two (2) witness, not in the employment of the Company and make not later than 3 days 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 who shall countersign the same.
- c. The Scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The result declared along with Scrutinizer report shall be placed on the Company's Website: [www.justdial.com](http://www.justdial.com) and on the website [Karvy Computershare Private Limited: www.evoting.karvy.com](http://www.evoting.karvy.com) and shall also be communicated to the Stock Exchanges.
- d. 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 their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy Computer Share Private Limited (R&TA), "Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500032.
- e. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015.

## ANNEXURE A

Details of the Director, as required under Clause 49 of the Listing Agreement, who are to be re-appointed in the ensuing Annual General Meeting:

### 1. Mr. V. Krishnan

<b>Name of Director</b>	Mr. V. Krishnan
Brief Resume	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 22 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.
Expertise in Functional Area	Approximately 22 years of experience, working in the field of strategic planning and execution.
List of Other Companies in which Directorships Held	1. Just Dial Global Private Limited 2. Xvidia Media Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company	1,351,300 Equity Shares



## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM 6:

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Act, several regulations of the existing Articles of the Company required alteration and/or deletion. Given this position, it is expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m up to the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the aforesaid Special Resolution for approval of the Shareholders.

### ITEM 7:

The directors of the Company are frequently investing the excess funds available with the Company in different portfolio schemes of the Mutual Funds and otherwise, however as per the provisions of Section 186 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 any loan or guarantee given, security provided and acquisition of securities of any other body corporate exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher, needs to have the prior approval of the shareholders by way of Special Resolution.

The investment made by the Company in units of mutual fund does not come under the ambit of investment in securities and the Company has already made investment of ₹ 830.66 Crore as on date, however, for the sake of prudent corporate governance practice, the directors of the of Company are of the view to seek the approval of the shareholders for the limit, if its cross the limit as specified in the aforesaid Section.

Therefore, your directors are of the view that looking at the current business trends, the consents of the shareholders needs to be accorded to acquire/invest by way of subscription, purchase or otherwise, the securities of any other body corporate or investing the excess fund available with the Company to extend of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) along with the loan or guarantee already given, security provided or acquisitions made, as the aforesaid limit is exceeding prescribed limit of section 186 of the Companies Act, 2013.

The Board of Directors of your Company has already approved the aforesaid transaction in the Board Meeting held on August 25, 2015 and recommends the Special Resolution as set out in the accompanying Notice for the approval and consideration of members of the Company as Special Resolution.

A copy of relevant documents have been kept open, at the Registered Office of the Company, for inspection by the Members of the Company, between 11.00 am to 1.00 pm, on all working days (except Saturdays, Sundays and Public Holidays), till the date of the ensuing Annual General Meeting of the Company.

None of the Directors, Manager, other Key Managerial Personnel and their relatives are concerned or interested in the Resolution, except to the extent of their respective interest as the shareholders of the Company.

The Board recommends the aforesaid Special Resolution for approval of the Shareholders.

By Order of the Board of Directors

Place: Mumbai  
Date: August 25, 2015

**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.



## ROUTE MAP FROM MALAD STATION TO GOREGAON SPORTS CLUB



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**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**

**21<sup>st</sup> Annual General Meeting – September 30, 2015**

D.P. Id*	
Client Id *	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER : .....

.....

I hereby record my presence at the **21<sup>st</sup> Annual General Meeting** of the Company held on **Wednesday, September 30, 2015 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.**







**JUST DIAL LIMITED**

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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 **21<sup>st</sup> Annual General Meeting** of the Company to be held on **Wednesday, September 30, 2015 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.	Consider & Adopt standalone audited financial statement together with Directors and Auditors reports thereupon for the Year ended March 31, 2015 and Audited consolidated financial statement for the financial year ended March 31, 2015.		
2.	To Declare Dividend on Equity Shares.		
3.	To Re-appoint Mr. V. Krishnan (DIN 00034473), who retires by rotation.		
4.	To Ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.		
SPECIAL BUSINESS			
5.	To Adopt New set of Articles of Association of the Company.		
6.	To Increase in limits of investments in other bodies corporates.		

Signed this..... day of ..... 2015.

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.**

**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](http://www.justdial.com) Email: [investors@justdial.com](mailto:investors@justdial.com)

**BALLOT FORM****(IN LIEU OF E-VOTING)**

Name of the Sole/First named Shareholder : .....

Name (s) of the Joint Shareholder (s) if any : .....

Registered Address : .....

Email ID : .....

Folio No./Client ID/DP ID : .....

No. of Shares held : .....

I/We, hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated August 25, 2015 for the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 3.30 p.m. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064 and at any adjournment thereof, as set out below by sending my/our assent/dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid):

Resolution No	Description	Type of Resolution	No. of Equity Shares	Assent/Dissent	
				For (Assent)	Against (Dissent)
ORDINARY BUSINESS					
1.	Consider & Adopt standalone audited financial statement together with Directors and Auditors reports thereupon for the Year ended March 31, 2015 and Audited consolidated financial statement for the financial year ended March 31, 2015.	Ordinary			
2.	To Declare Dividend on Equity Shares.	Ordinary			
3.	To Re-appoint Mr. V. Krishnan (DIN 00034473), who retires by rotation.	Ordinary			
4.	To Ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.	Ordinary			
SPECIAL BUSINESS					
5.	To Adopt New set of Articles of Association of the Company.	Special			
6.	To Increase in limits of investments in other bodies corporates.	Special			

Place:

Date:

SIGNATURE OF THE SHAREHOLDER

#### NOTES:

1. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [investors@justdial.com](mailto:investors@justdial.com) by mentioning their Folio/DP-ID and Client-ID No. or can download from website of the Company [www.justdial.com](http://www.justdial.com).
2. Duly completed Ballot Form should reach to the Scrutiniser, V. B. Kondalkar & Associates, Practicing Company Secretary, Unit: Just Dial Limited, C/o Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 not later than Tuesday, September 29, 2015 5.00 p.m. (IST). Ballot Form received thereafter will strictly be treated as invalid.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected.
4. A member can opt for only one mode of voting i.e. either voting through e-voting or by Ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as Invalid.
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date of September 23, 2015).
6. Please complete all details including details of members in above box before submission. The Ballot Form should be signed by the member as per specimen signature registered with the Company.
7. In case of shares held by the Company, Trusts, Societies, etc. the duly completed Ballot Form should be accompanied by a certified copy of Board Resolution/Authority preferably with attested specimen signature (s) of the duly authorized signatory (s) giving requisite authority to the person voting through the Ballot Form.
8. The Exercise of vote by Ballot is not permitted through proxy.
9. There will be only one Ballot Form for every Folio/ client ID irrespective of the number of joint holder.
10. The scrutinizer (s) decision on the validity of Ballot should be final.
11. The Ballot Form is an integral part of the Notice of the Annual General Meeting to be held on 30th September, 2015.



## NOTES

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## NOTES

[illegible]



## Portfolio Credit Quality Analysis



### Just Dial Limited

CRISIL Research certifies that for the **Financial Year 2014-15**, the overall credit quality of Just Dial Limited's treasury portfolio of fixed income investments has been evaluated as **'Very Good'** (highest safety from credit default on CRISIL's 4 point scale<sup>^</sup>)

A handwritten signature in black ink, appearing to read "Jiju Vidyadharan".

**Jiju Vidyadharan**  
Director, CRISIL Research

<sup>^</sup>The credit quality of fixed income investments is classified into a 4 point scale of 'Very Good', 'Good', 'Average' and 'Below Average'

**Disclaimer:** CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this report should be construed as an investment advice. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL's prior written approval.



...and ends.

**REGISTERED & CORPORATE OFFICE**

JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Palm Court Bldg M, 501/B, 5th Floor, New Link Road,  
Besides 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)