

October 03, 2017

BSE Limited Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 Scrip Code: 535648	National Stock Exchange of India Limited Listing Department Exchange Plaza Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051 Scrip Symbol: JUSTDIAL	Metropolitan Stock Exchange of India Limited 4 th Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098 Scrip Symbol: JUSTDIAL
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Stock Symbol: JUSTDIAL - EQ**Kind Attn: Head - Listing Department / Dept of Corporate Communications****Sub.: Submission of the Annual Report for FY 2016-17 under Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.**

Dear Sir,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the company for the financial year 2016-17.

We hereby confirm that the Annual Report for the financial year 2016-17 was approved and adopted by the members of the Company at their 23rd Annual General Meeting held on 29th September, 2017, as per provisions of the Companies Act, 2013.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Just Dial Limited**Sachin Jain****Company Secretary****Just Dial Limited**

CIN NO: L74140MH1993PLC150054

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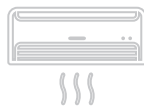
FOCUS



Engagement.

Efficiencies. Execution.

Expansion.



Just Dial Limited

Annual Report 2016-17



Just Dial Limited Annual Report 2016-17

Having a unique vision and taking the right steps to become the leader is just one part of the story. The other, and the more crucial part, is to sustain this position over the foreseeable future.

Forward-looking statement

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

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For more information, visit
www.justdial.com





In recent years, at Just Dial, we faced two alternatives - accept the industry reality and let competition overcome us, or strengthen internal competencies and revitalise focus on core strengths to become synonymous with local search in India.



We chose the latter, and focussed on being the go-to-destination for search.



We have worked on being more relevant and meaningful to our users and customers. We evolved by adopting a robust 5-pillar internet strategy to bring back focus on our core offerings, augmenting them with new products necessary in this fast-changing environment. We launched communication campaign repositioning ourselves as the first name and the last word for localised search.



Our focus is what we have always been renowned for and what has been at the core of our business.



Search



Our focus is on Engagement, Efficiencies, Expansion and Execution.



An Insight Into Just Dial



17.9 mn

Total business listings as on March 31, 2017



79.9 mn

Average Quarterly Unique Visitors[^] across platforms (Mobile, PC, Voice) in FY 2016-17



70.5 mn

Ratings and Reviews as on March 31, 2017



4,35,360

Active paid campaigns as on March 31, 2017

Just Dial is India's leading local search platform offering a host of services to SMEs enabling them to grow their businesses, while providing consumers reliable and relevant information which aids their decision-making of buying goods and availing services.

Profile

Just Dial commenced operations in 1996 as a local search engine. Offering users a host of services through its search plus platform and providing the advantage of convenience, information accuracy, ratings and reviews and geographical maps across multiple platforms, it is one-of-its-kind service provider in the country. Headquartered in Mumbai, we have branch offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Coimbatore, Noida, Hyderabad, Jaipur, Kolkata and Pune.

Mission

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

[^]Unique visitors are aggregated across various mediums – Voice, Desktop/PC, Mobile: these may not necessarily be mutually exclusive

Mobile



JD (Justdial) app, JD Lite app, and mobile site (t.justdial.com)

- Android, iOS & Windows Apps
- Predictive Auto-Suggest
- Company, Category, Product Search
- Map View of Category Search
- Location Detection
- Voice Search
- App Notifications
- JD Pay
- JD Social
- Maps & Directions
- Location-based Search Service
- Ratings & Reviews
- Friends' Ratings
- Favourites
- Search Plus

Desktop / PC



www.justdial.com

- Predictive Auto-Suggest
- Company, Category, Product Search
- Location Detection
- Maps & Directions
- Operating Hours
- Business Logos
- Pictures & Videos
- Ratings & Reviews
- Friends' Ratings
- Favourites
- Search Plus
- Popular Category Searches

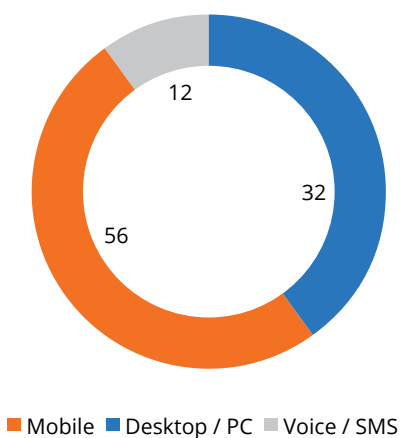
Voice / SMS



8888888888

- Operator-assisted Hotline Number One across India
- 24 Hours a day x 7 Days a week
- Multi-lingual Support
- Zero-ring Pickup
- Personalised Greeting
- Multiple queries in one call
- Instant Email & SMS

FY 2016-17 traffic break-up (%)



Products and services

Search

- Local MSME information through predictive autosuggest
- Location-based search
- Voice-based search
- Maps and directions
- Operating hours
- Pictures
- Videos
- Ratings and reviews
- Friends' Ratings



Search plus

- Book a Cab
- Shop Front / Shop Online
- Order Food, Flowers, Books, Grocery, Medicines / Pharmacy
- Book Train, Bus, Flights, Movie Tickets
- Book Table, Doctors Appointment
- Bill Payments and Recharge
- Hotels
- Lab Tests / Pathology / Diagnostic
- Automobiles
- Forex
- Loans
- International SIM Cards
- Spa & Salon
- Insurance
- Jobs
- Options of Wallets for Payment

Competencies Enabling Business Transformation

Business Model

We follow an asset-light approach, which has enabled us to maintain zero receivables and zero debt. Besides, our prepaid model results in our working capital being negative. In addition to this, the uniqueness of our business enables us to rapidly scale up through direct, mobile and repeat traffic. The model also facilitates us in frequently adding new features targeted towards millennial such that value proposition of both users and MSMEs keeps growing.

We follow a policy of reaching out to more MSMEs and getting them listed on our system for free. Post listing, we assist them in understanding the benefits of paid listing that would enable them grow their business.

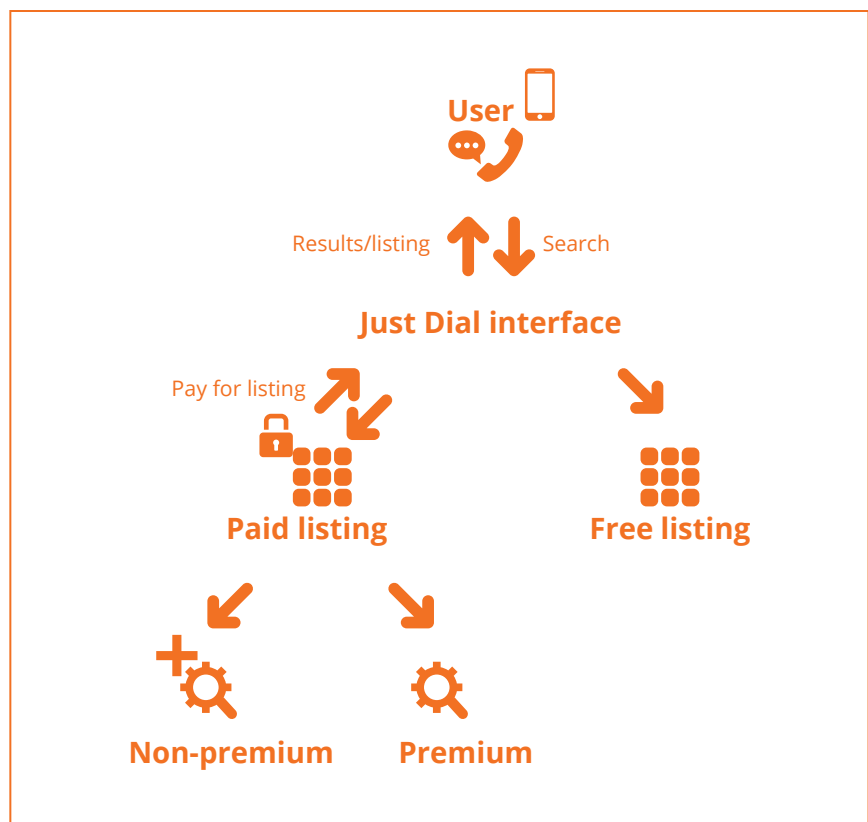
Primary objective of our business model

Continuously enhance platform with new features and make it more engaging

Get more businesses listed on the platform

Get more traffic on the platform

Encourage businesses to opt for paid packages



The 5-pillar internet strategy

At Just Dial, driven by the increasing penetration and importance of internet in the modern day business context, we have developed a 5-pillar internet strategy to facilitate MSMEs in becoming internet ready and have a ready online strategy. This shall be critical for them to stay relevant to changing consumer mindset and cater to their customers as per requirements.



Improve MSME's visibility

Business requirement

Consumer preferences are increasingly shifting towards online channel

Just Dial solution

Just Dial being India's leading local search engine and online marketplace facilitates MSMEs to get listed on its platform and provide them the necessary online visibility



Assist MSMEs to possess their own website

Business requirement

Online presence is now a must for businesses, consumers trust businesses more which have prominent online presence

Just Dial solution

Just Dial facilitates MSMEs to instantly create comprehensive websites that are responsive, mobile-ready, optimised for search engines, and dynamic with transactional capabilities



Enable MSMEs to offer hassle-free transaction facility

Business requirement

Consumers today prefer going cashless and want ease of payment

Just Dial solution

Just Dial's easy online payment mechanism, JD Pay, facilitates consumers to instantly pay to MSMEs via debit card, credit card, net-banking, wallets and other online payment options



Facilitate MSMEs to enhance brand goodwill

Business requirement

Consumers today rely more on ratings and reviews to make buying decisions

Just Dial solution

JD Ratings tool (online link) enables MSMEs to garner more ratings and reviews from their customers to attract more prospective buyers



Facilitate MSMEs to promote brand

Business requirement

Consumers are leveraging social media to connect with each other and even businesses

Just Dial solution

JD Social, a social media platform loaded with curated content, facilitates in proliferating information relating to MSMEs across a wide user base thereby providing immense visibility

STRENGTHS

First-mover advantage: Being pioneers of the segment in India, we have created a robust presence with huge business listing base, strong relationships and deep penetration even in remote areas of Tier II & III cities where others don't have a presence.

India's leading local search engine.

Strong brand recognition: Our strong relationships with MSMEs and a successful track record of facilitating them in growing their business makes us one of the most trusted and recognised brands.

Several of our customers have been continuously associated with us over the years.

Attractive value proposition for local MSMEs: Our value-added offerings of detailed information, reviews and ratings, and transactions, all in one place as per user convenience facilitates us in offering MSMEs an attractive value proposition.

Total number of listings and paying customers, both continue to witness healthy growth.

Deep local expertise: With a strong and widespread sales force, years of experience and in-depth local market knowledge, we enjoy significant expertise in the interior regions of the country. Besides, our healthy relation with existing MSMEs enables us to get referrals and repeat business.

21 years of experience, presence in 250+ cities in India.

Scalable: Employing experts in the field, we have developed robust search engine platform, the application of which is not just limited to search. The platform integrates a diverse range of features and options to make it more engaging and attract more users.

23 search plus verticals offered on a single platform.

Sustainable business model: Our business does not require any working capital, besides it generates significant free cash flows owing to high gross margins. These margins are effectively reinvested to enhance product offering and features.

17.5% adjusted operating EBITDA margin in FY 2016-17.

Performance in FY 2016-17

7,186.10

Operating Revenue (₹ Mn)

8,056.73

Total Revenues (including Other Income) (₹ Mn)

1,254.95

Adjusted Operating EBITDA* (₹ Mn)

17.5%

Adjusted Operating EBITDA Margin %

1,213.42

Profit After Taxes (₹ Mn)

1,362.01

Net Cash Flow from Operations (₹ Mn)

Note - Figures of FY 2016-17 and FY 2015-16 are based on Ind AS accounting vis-à-vis IGAAP for earlier years and hence won't be comparable to that extent

* Adjusted Operating EBITDA is arrived at after adjustment of ESOP and one-time expenses to the Operating EBITDA. The Operating EBITDA is arrived at by reducing operating expenses i.e. employee expenses and other expenses from operating revenue. It does not include interest, taxes, depreciation and amortisation expenses or other income

Performance Over the Years

CAGR 2012-13 to 2016-17#

18.6%

Operating Revenue

5.6%

Adjusted Operating EBITDA*

15.4%

PAT

20.8%

Net worth**

17.1%

Overall traffic

63.5%

Mobile traffic

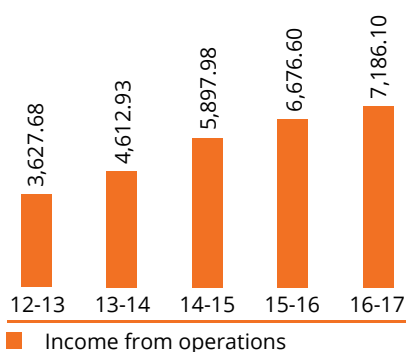
Represents five years compounded growth during FY 2012-13 to FY 2016-17

* Adjusted Operating EBITDA is arrived at after adjustment of ESOP and one-time expenses to the Operating EBITDA. The Operating EBITDA is arrived at by reducing operating expenses i.e. employee expenses and other expenses from operating revenue. It does not include interest, taxes, depreciation and amortisation expenses or other income.

** Based on Closing Net worth

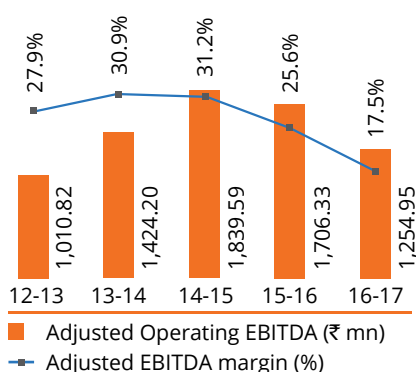
Operating income

(₹ mn)



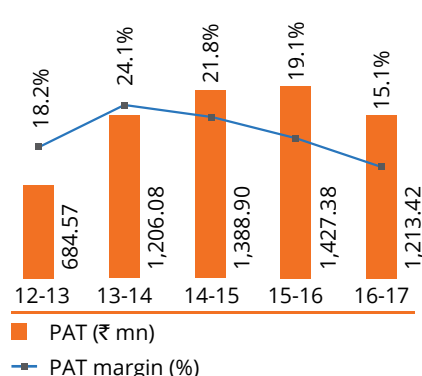
*Adjusted Operating EBITDA and EBITDA margin

(₹ mn)



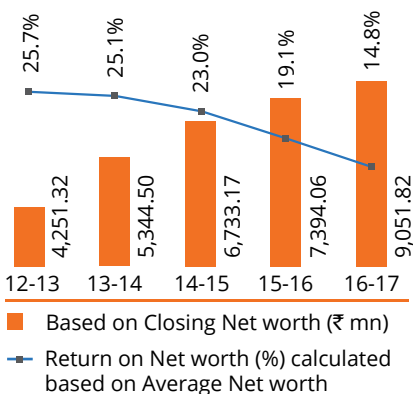
PAT and PAT margin

(₹ mn)



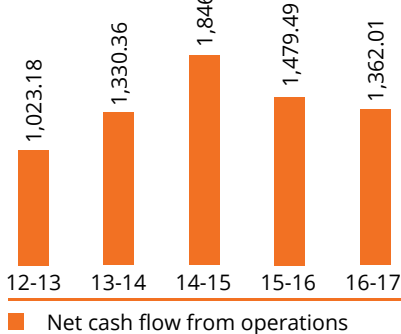
Net worth and return on net worth

(₹ mn)



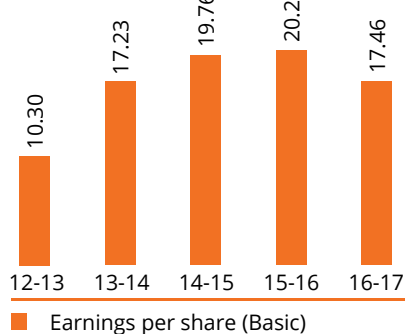
Net cash flow from operations

(₹ mn)



Earnings per share (Basic)

(₹)



Note - Figures of FY 2016-17 and FY 2015-16 are based on IND AS accounting vis-a-vis IGAAP for earlier years and hence won't be comparable to that extent

From the Desk of the Managing Director and Chief Executive Officer



Dear Shareholders,

I am delighted to report another year of healthy performance marked with implementation of several critical initiatives that shall enable us to embark on the next level of growth.



What makes me very optimistic of our business is the fact that internet-driven ecosystem is expected to drive the next phase of evolution in India.

It was two decades ago that we started with an idea that was way ahead of its time – a telephonic-based search platform facilitating small and medium businesses (SMBs) to expand their business, while empowering users to get instant access to local information. Leveraging the prowess of some of the best minds in the industry and putting in innumerable man-hours of dedicated efforts, today, we have taken this idea to an altogether different level. Providing advanced search plus features and a gamut of value-added services, our business, listing customer base and user base have grown multifold.

Macro-economy

2016 has been yet another difficult year for the global economy manifested by several unpredictable outcomes. While rising crude prices improved sentiments, the Brexit phenomenon and the USA presidential elections added to the global anxiety. Market volatility, weak trade, and policy uncertainties across key nations dragged down the overall growth momentum. However, with positive developments (reviving manufacturing, reducing inventory drags, improving scenario among emerging markets and developing economies, stabilising interest rates, and firming oil prices) towards the end of the year, the global economy is likely to rebound with growth pegged at 3.5% in 2017.

Back at home, things were much different as India continued to remain resilient to global gloom while retaining its tag of the fastest growing major economy. With reducing bottlenecks, a trend of declining inflation and interest rates, increasing forex reserves and expected implementation of Goods and Services Tax (GST), the country's outlook remains positive. The recently concluded state assembly elections in favour of the present Central Government is also a positive sign for stable governance and shall facilitate in passing important bills.

The crucial initiative of demonetisation undertaken by the government, though creating a brief period of lull, has facilitated in channelising massive amounts of idle funds back to the economy and at the same time paved the path for digitalising the country. I believe the country's march towards mass scale digitisation along with declining internet tariffs shall have trickle-down effect on our business.

Industry optimism

What makes me very optimistic of our business is the fact that internet-driven ecosystem is expected to drive the next phase of evolution in India. With internet-based content rising and tariff rates declining, the internet penetration in India that is abysmally low, especially in non-urban areas, is rapidly growing. Availability of low-cost smartphones is further catalysing this momentum.

Under the given scenario, internet users in the country are likely to grow exponentially from 330 million users in 2015 to 730 million users by 2020. Interestingly, it is estimated that 75% of the new internet user growth will come from rural areas, while 75% of the new users would prefer using content in local language. Besides, with the declining tariffs rates, 4G roll-out and reliable internet services, the mobile data traffic in the country is likely to grow by 7.4x over the next five years leading to 2021, a CAGR of 49%. (Source: NASSCOM, CISCO)

Presently, an astounding 68% of Indian small and medium businesses (SMBs) are completely offline, while only 2% are actively selling or promoting their business online. It is expected that the rising internet penetration along with increasing adoption from SMBs, their contribution



Under the given scenario, internet users in the country are likely to grow exponentially from 330 million users in 2015 to 730 million users by 2020.

7.6%

Increase in operating revenue during the year

to GDP would grow by 10 percentage points by 2020. Further, digital SMBs would be able to cater as much as 51% customer beyond city boundaries compared to a mere 29% for offline counterparts, enabling them to grow profits twice faster.

Performance and key developments, FY 2016-17

The total revenues during the year increased 7.8% from ₹ 7,476.85 mn in FY 2015-16 to ₹ 8,056.73 mn in FY 2016-17. Operating revenue during the year increased 7.6% from ₹ 6,676.56 mn in FY 2015-16 to ₹ 7,186.10 mn in FY 2016-17. Operating EBITDA, adjusted for non-cash and one-time expenses, and PAT margins for the year stood at 17.5% and 15.1%, respectively, compared to 25.6% and 19.1%, respectively, in the previous year.

The decline in margins was primarily attributable to the fact that the Company is steadily increasing focus towards the Tier II and III cities where the average ticket size of campaigns is comparatively lower than that in top 11 Indian cities. In addition to this, we have also undertaken expansion plans by adding employees in sales and technology departments and spending a sum of ₹ 321.14 mn towards mass media advertising. While the increased manpower shall enable us to enhance SMB listings through deeper penetration across the small cities and towns, the advertising shall facilitate in brand promotion and enhancing confidence in our brand.

The result of this was partly witnessed during the year, as our business listings grew by 9.5% to 17.9 mn and paid campaigns by 18% to 4,35,360. Another encouraging sign



We have also focussed on making our search engine platform more interactive and engaging by providing options for ratings and reviews with a unique feature of getting notification in case of rating or review by friends.

9.5%

Growth in business listings during the year

was the growth in traffic – our overall traffic, measured through unique visitors, grew by 8.8% to 79.9 mn in FY 2016-17 (Average Quarterly unique visitors[^]) with mobile platform now contributing 56.1%. For quarter ended March 31, 2017, unique visitors stood at 86.8 mn, witnessing a growth of 21.6% YoY compared to quarter ended March 31, 2016.

We have also focussed on making our search engine platform more interactive and engaging by providing options for ratings and reviews with a unique feature of getting notification in case of rating or review by friends. For encouraging more people to rate, we initiated the 'Rate and Win' contest whereby lucky individuals were given attractive gifts on a daily, weekly basis. This resulted in the number of ratings and reviews on our search engine increasing by 16.2% from 60.6 mn in FY 2015-16 to 70.5 mn in FY 2016-17.

This is indicative that we are moving in the right direction and a proper execution of these strategies shall have greater impact on our business in the coming years.

Strategic decision-making

Being a proactive organisation, we understand that going forward businesses with online presence will have competitive advantage over their offline counterparts and grow more rapidly. This industry reality would make it extremely vital for SMBs to have an online presence along with a robust online strategy to remain relevant.

[^]Unique visitors are aggregated across various mediums – Voice, Desktop/PC, Mobile: these may not necessarily be mutually exclusive

To capitalise on this opportunity, we have developed a 5-pillar internet strategy that shall facilitate us in evolving ourselves to assist SMBs in smoothly transitioning towards this shift.

Our first step towards this was to focus on sustaining our position as India's leading local search engine by improving offerings to become a robust online marketplace where every SMBs are attracted to get listed. To make this possible, we worked towards making our platform much more engaging, holistic and loaded with value-added services to enhance traffic. Further, to tap users having low-end smartphone with limited memory, we developed an ultra-light and efficient app, Justdial Lite. This app provides a range of offerings under one platform and consumes minimal data, thereby eliminating the need to download multiple apps and functioning well even on low speed internet connection.

In addition to this, a country-wide advertisement campaign featuring Megastar Amitabh Bachchan was launched to communicate the strengths of the Company and regain consumer and SMB trust. We even undertook the important initiative of educating the SMBs about the dramatic change in ecosystem from voice to internet, whereby consumers no longer call for queries; instead they rely on online data, and reviews and ratings. This was vital to make SMBs understand the inherent benefits of the online model in terms of better understanding consumer behaviour, analytics, reaching out to wider target audience, and influencing consumer behaviour.

Secondly, as the business and consumer community converges towards online, website/mobile site plays a crucial role in divulging business information and creating the first impression. To address this opportunity, we have strengthened competencies to assist SMBs in instantaneously creating personalised sites having all relevant information along with facility to transact online. Having value-added features such as being responsive, mobile-friendly, search engine optimised and dynamic



For quarter ended March 31, 2017, unique visitors stood at 86.8 mn, witnessing a growth of 21.6% YoY compared to quarter ended March 31, 2016.



Moreover, with a robust debt-free balance sheet – a net worth of ₹ 9,051.82 mn, cash and investment position of ₹ 10,172.23 mn as on March 31, 2017, we continue to be in a strong financial position.

16.2%

Increase in the number of ratings and reviews during the year

transactional capabilities, these websites facilitate in enhancing brand goodwill and enhancing consumer confidence.

Thirdly, with rising proportion of consumers transacting online and resorting to digital means of payment, it is essential to offer consumers an easy mode of digital payment. While most SMBs do not have the required technology or support to accept digital payment, we assist in facilitating this shift through our JD Pay platform which empowers the SMBs to accept digital payments instantaneously. This eliminates the chances of consumers unable to transact due to lack of payment facility. Besides, JD Pay provides the added benefit of saving user details enabling consumers to make payments in one click on subsequent transactions.

Fourthly, with spending behaviour (especially online) increasingly getting impacted by online ratings and reviews, it is essential for SMBs to serve customers in a manner to gain ratings and reviews to influence consumer spending behaviour. Our offering JD Rating tool facilitates SMBs to leverage the advantage of ratings and reviews to grow their business.

Finally, with online community increasing at a rapid pace and online marketing gaining prominence like never before, it is essential to have social media presence. For this, we have launched an engaging platform, JD Social, which encourages users to connect with each other, view each other's ratings and reviews, and gain access to curated content. This allows SMBs to reach out to wider audience and improve their brand goodwill.

I believe these five pillars of our internet-strategy shall facilitate us in bringing back our focus on core business and lead to growth of our business. Apart from this, we rationalised our non-core staff, automated several processes and took initiatives to improve productivity of employees across functions.

Message to the shareholders

I take this opportunity to thank all our stakeholders for their continued trust and support. We have brought together all the right pieces – right people, right product, right services and right strategy, and now it is just an excellent execution that shall facilitate us in bouncing back strongly. I am confident that the excellence of our solutions would not only create excitement amongst the working age population, it shall also captivate the tech-driven millennial, who are our future users and customers.

Moreover, with a robust debt-free balance sheet – a net worth of ₹ 9,051.82 mn, cash and investment position of ₹ 10,172.23 mn as on March 31, 2017, we continue to be in a strong financial position.

I would also like to thank all our employees who have worked diligently towards developing robust solutions, spreading our market reach, supporting our operations year after year for making Just Dial a household name.

Warm regards,

V.S.S. Mani

Managing Director and Chief Executive Officer

Exciting Industry Opportunities

While we are preparing to make swift turnaround in our business operations by bringing back focus on core business, the industry offers immense opportunities.

India's internet journey to 2020



internet users, up from 330 mn in 2015



of new internet users growth will come from rural areas



of new internet users to consume content in local language



compounded growth in mobile video content during FY 2016-2020



no. of online shoppers, 3.5 times the current level



E-commerce transactions via mobile phones



of travel transactions to come from online mode

Influence of internet on business of SMBs



Increase in SMB's contribution to the country's GDP by 2020



Digital SMBs will grow twice as fast as offline counterparts



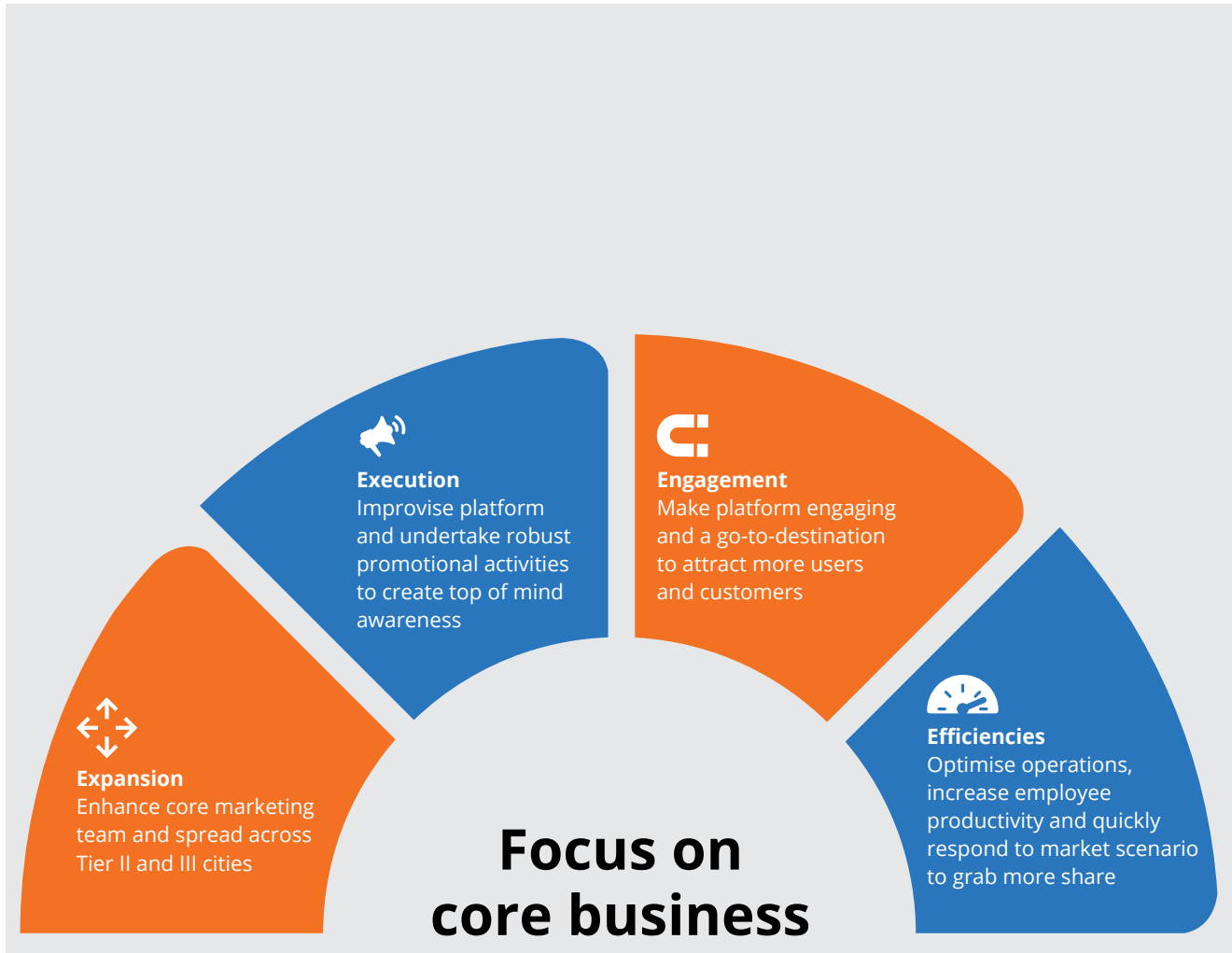
Of digitally-enabled SMBs will be able to cater to customers beyond city boundaries compared to 29% of offline



Digital SMBs would employ five times more employees compared to offline ones

How Just Dial Is Responding

At Just Dial, we are responding to this opportunity by bringing back focus on the core business as we work around in the areas of engagement, efficiencies, expansion and execution.



Engagement

Multi-generation. Multi-featured. Multi-modal.



Business realities are changing fast. Youths today rely more on online ‘word of mouth’, reviews and ratings from known circle, want convenience of anything-anytime-anywhere, and want to transact online.

Years ago search started with getting information over the phone and ended with users struggling to locate the stores and transacting physically. Today, the classification of search has changed. Users search online, spend time online to choose the best deals and make informed decision and end up transacting online. At Just Dial, we sensed this transformation long back. Undertaking critical decision, employing best talents to develop a superior one-stop destination product for all needs, and adding engaging features, we made Just Dial a ‘go-to-destination’ for everything.

Making search multi-modal

We have leveraged our technology prowess to develop robust multi-modal search platform that can be availed through phone, PCs and mobile devices. This enables us to be relevant and cater to all generations, segments and socio-economic background of customers as well as diverse businesses making it a versatile platform. Besides, with rapidly growing smartphone users and internet consumption, mobile site and mobile apps are steadily emerging as the centre of universe.

Enhancing engagement

Going forward, our ability to continuously grow traffic on Just Dial platform shall make us more effective to businesses listed with us. In view of this, we are constantly adding new features which lead to higher user engagements either through connecting with social media friends, chatting with merchants, viewing images and videos of merchant stores or organising 'Rate and Win' contest whereby the winners were offered attractive rewards on daily and weekly basis. We have also educated our listed merchants to send online link to their customers to encourage them to rate and review their business and services. Better ratings of merchants facilitates them to grow business, while higher traffic on our platform attracts new merchants and motivates them to sign up for premium listing on Just Dial.

Becoming relevant to millennial

As the search business is rapidly migrating towards mobile-based, it is essential to enhance the mobile site and app user interface, and depth and breadth of information. Millennial prefer going online to search for information, instantly connecting with friends online, and having a service that makes them appear 'cool'. Besides, our newly launched robust small-sized mobile app, Justdial Lite, provides multiple offerings under one platform and eliminates the need to download multiple apps, making it highly relevant to the consumers of today's era.



We have also educated our listed merchants to send online link to their customers to encourage them to rate and review their business and services



17.1%*

Compounded growth in the number of average quarterly unique visitors[^].



18.6%*

Compounded growth in the number of business listings



20.5%*

Compounded growth in the number of paid campaigns

*represents five years compounded growth during FY 2012-13 to FY 2016-17

[^]Unique visitors are aggregated across various mediums – Voice, Desktop/PC, Mobile: these may not necessarily be mutually exclusive

Efficiencies

Optimising operations through automation. Reducing costs.
Enhancing productivity. Responding faster.



Until now, the first-mover advantage of a pioneering concept had enabled us to unlock a massive business opportunity and capitalise on the same. We now intend to leverage the fast-mover advantage to spread and respond to industry challenges faster.

We intend to enhance our operational efficiency through automation across functions and improve productivity of our workforce to regain the growth momentum that we had witnessed over the past few years. This shall enable us to grab a significant pie of the industry at controlled costs.

Rationalising non-core staff and focus on automation

We have reduced focus on certain non-core activities while rationalising non-core and under-performing staff. This shall allow us to divert our energy and focus back on the core business, which is the key revenue generator. Besides, reduction in excess manpower would also result in overhead cost reduction. Further, automation across functions such as customer support, database and content, and other support functions, has enabled us to achieve higher output with lesser workforce.

Facilitating offline to online shift

With the user base rapidly migrating from phone-based search to internet-based search, our product development initiatives are highly skewed towards online platforms, especially mobile, where a gamut of offerings can be provided. This has facilitated in users spending more time on our platform searching for relevant information, getting the benefit of viewing ratings and reviews of other users and even their friends, and taking informed decisions. Moreover, online platform facilitates us to efficiently operate the growing network, provide improved services and get the users to spend more time with us with lower resources

Data accuracy and enrichment

Over the years, we have undertaken significant work in the back-end to maintain and enrich our database by regularly updating it with accurate information and curated content (photos, videos, geocodes) through our unparalleled feet-on-street team spread across the country. We have also developed a detailed and accurate in-platform map pertaining to local search. As far as local search is concerned, our product by far exceeds any competition in terms of its value proposition.

Enhancing operations

Our ability to provide over 18 synergistic products on search plus platform further enables us to reach wider customer base. We are working on enhancing the quality of our sales team to increase conversion rates to paid campaigns. We also intend to reduce wastages, bring in automation and reduce unwanted resources wherever required to further optimise operations.



Automation across functions such as customer support, database and content, and other support functions, has enabled us to achieve higher output with lesser workforce.



Our ability to provide over 23 synergistic products on search plus platform further enables us to reach wider customer base.

Expansion

New geographies. New customers.



As businesses understand the importance of internet in today's digital era, there will be an unprecedented demand for going online. Every businesses would want to list online and we would urge them to take advantage of paid campaigns.

With the power of internet becoming inevitable, we are rapidly expanding and aggressively promoting ourselves to reach out to more businesses to facilitate them in understanding the changing dynamics.

Expanding core marketing network

Given the vastness of the country and numbers of businesses operating in it, we continue to add employees, especially feet-on-street, to our sales force to enable us to reach out to more customers. As on March 31, 2017, we had 4,350 employees in tele-sales, employees who reach out to the vast business community through telephonic calls and messages, 1,484 feet-on-street who attend meetings/appointments generated from tele-sales and 2,055 employees as Just Dial Ambassadors (JDAs). These JDAs, spread across the country, educate small businesses to avail benefits of free listing. They also advise them to go for the paid listing to get visibility in category searches on Just Dial ahead of their competitors. We have started proactively training these teams and analysing their performance to enhance the conversions rates to paid listing.

Covering new regions

With majority of our revenue coming from top 11 cities, we are now putting in more efforts to expand network in the Tier II and III cities, especially the 30-odd identified cities where we expect majority of the new growth to come in from. For this, we have even launched various attractively priced packages to suit requirements of customers in these locations. Moreover, with the potential of Tier I cities remaining under tapped, we would continue to explore opportunities from untapped pockets.

Growing user base

With our ability to bundle several product verticals (i.e., hotel booking, rail, air and movie ticket booking, doctor appointment, food ordering, table reservations, recharge, bill payments, etc.) on one platform, focus on becoming more engaging and a one-stop destination, we expect our user base to significantly surge in the coming years. This shall enable us to entice more customers to opt for paid campaign.



With majority of our revenue coming from top 11 cities, we are now putting in more efforts to expand network in the Tier II and III cities, especially the 30-odd identified cities where we expect majority of the new growth to come in from.



4,350

Tele-sales employees



1,484

Feet-on-street employees



2,055

Just Dial Ambassadors (JDAs)

Execution

Improving product. Massive promotion.



India with a massive population of 1.34 bn is home to nearly 51 million MSMEs. Of these, we have 17.9 million MSMEs listed on our platform and less than 1% of the total number of MSMEs as paid listings. With such huge untapped opportunity, proper execution of a well-devised strategy and expansion plans shall facilitate us in capturing significant market share.

As we bring back focus on the core business, reaching out to new customers, growing user base, improving the product quality and building a strong brand resonance shall be critical. Focussed on a robust execution effort in these areas we have undertaken several initiatives, which include:

Mega advertisement and promotion initiative

In FY 2016-17, we have spent a sum of ₹ 321.14 mn for promotion and advertisement campaigns directed towards strengthening our brand visibility and recall. We launched the advertisement campaign starring Mega Star Mr. Amitabh Bachchan both on television and on digital media. These advertisements emphasised the versatility of Just Dial's new small-sized 'All in one' lite app for any day-to-day search related query and transactions. The campaign also reiterates the massive area coverage of Just Dial and the convenience that it offers. In the coming years, we shall continue to spend aggressively on advertisements and promotional activities focussed on growing user base, repetitive usage, and attaining revenue growth similar to the historical high levels.

Launching versatile app

Keeping pace with the evolving trends, we have launched a robust Justdial Lite App having an incredibly small size of less than 2 MB compared to the 16 MB regular version, which enhances loading speed and is crucial for customer engagement. The JD Lite app loaded with similar features as the regular version, provides more convenience to the customer by functioning in low-internet connectivity areas as well. It shall also enable us to reach out to individuals having low-end smartphones with low storage space. We shall continue to upgrade our apps with more information, better features and added convenience as an endeavour to provide the best in Search.

Strengthening database and platform

As we continue to strengthen the core marketing workforce, our focus in the coming years shall be on enhancing the breadth and depth of our database. Covering newer region and deepening presence in existing region, primarily focussed on Tier II and III cities, we intend to have a solid database, which in turn shall be incidental in pulling up the number of paid-campaigns.

Besides, we shall continue to strengthen our platform with added features, improved maps, and enhanced search and transaction features. This shall make our platform more engaging and relevant to the millennial who would be our primary customers in future.

Educating customers

As the voice-based search system is rapidly giving way to internet-based search, we have trained our sales teams to assist customers in understanding this shift and effectiveness of Just Dial as an advertising platform to reach millions of users online on a daily basis. Overall, we are confident that our 5-pillar internet strategy to facilitate MSMEs in becoming internet ready shall enable us to grow our partner MSMEs and ourselves.



Keeping pace with the evolving trends, we have launched a robust Justdial Lite App having an incredibly small size of less than 2 MB compared to the 16 MB regular version, which enhances loading speed and is crucial for customer engagement.



₹ 321.14 mn

Spent on promotion and advertisement campaigns during FY 2016-17

Board of Directors

B. Anand

Chairman and Independent Non-Executive Director

He is a Commerce graduate from Nagpur University and an associate member of the ICAI. He has been on the board of the Company since August 2, 2011. Having over 30 years of experience, he has expertise in the areas of finance, strategy and investment banking. Presently, he is the Chief Financial Officer of Trafigura India Private Limited. In the past, he was associated with 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

He is the founder of the Company and has been a part of it since inception. A visionary and an experienced management professional, he has successfully steered the organisation to its present position. He has over 29 years of experience in the field of media and local search services. He was also the co-founder of Ask Me Services and has a stint of experience working with United Database India Private Limited.

He is responsible for exploring possibilities for technological innovation and undertaking strategic decisions to adapt the business model to suit changing market conditions. He is also involved in the formulation of corporate strategy and planning, overall execution and management, and concentrates on the growth and diversification plans.

Ramani Iyer

Non-Independent, Whole-time Director

He holds a Diploma in Hotel Management from Delhi Institute of Management & Services. He is the co-founder of the Company and has been associated with it since inception. He was appointed on Board since October 28, 2005. He has over 24 years of experience working with the Company in the field of strategic planning and execution. He has been instrumental in undertaking business development, business expansion, operations, strategic planning and execution activities.

V. Krishnan

Non-Independent, Whole-time Director

He is the co-founder of the Company and has played a crucial role by undertaking business development, business expansion, operations, strategic planning and execution responsibilities. He has been on the Board since October 28, 2005. He has over 24 years of experience working in the field of strategic planning and execution.

Sanjay Bahadur

Independent, Non-Executive Director

He is a Civil Engineering graduate from the Delhi College of Engineering. He has been on the Board since August 2, 2011. With over three decades of experience, he has an expertise in the field of construction and is currently the Chief Executive Officer of Pidilite Industries Limited for its Global Constructions and Chemicals division. Prior to this, he had a stint of working with Larsen & Toubro Limited, Acons Construction Products Limited, Unitech Prefab Limited and ACC Concrete Limited.

Pulak Chandan Prasad

Non-Independent, Non-Executive Director

He is a Non-Independent, Non-Executive Director of the Company. He was appointed as Additional Director of our Company on October 26, 2016. He is a B. Tech from IIT Delhi and an IIM Ahmedabad alumni. He has approximately 25 years of experience in the fields of management consulting and investing. He is the founder and Managing Director of Nalanda Capital. He has previously worked with Warburg Pincus, McKinsey, and Unilever.

Malcolm Monteiro

Independent, Non-Executive Director

He is an Electrical Engineering graduate from the Indian Institute of Technology, Mumbai and a post-graduate in Business Management from the Indian Institute of Management, Ahmedabad. He has been on Board since August 2, 2011. He is the Chief Executive Officer of DHL Express, South Asia, a member of the DHL Asia Pacific Management Board, and a Director on the Board of Blue Dart Express Limited.

Anita Mani

Non-Independent, Non-Executive Director

She is a History graduate from University of Delhi. Amongst one of the promoters, she has been associated with the Company since its incorporation. She has nearly 24 years of experience in the field of general management.

Corporate Social Responsibility

Just Dial has been conducting socially beneficial drives in the fields of education, environment and disaster relief, rural development, health care and social welfare. These activities are carried out in the most efficient and holistic manner possible. We aim to organise and carry out more such activities, within these fields. The Company has adopted Sri Ravi Shankar Vidhya Mandir (SSRVM) School at Dharavi, Mumbai and financially supports its operations. Few photos taken during various activities at SSRVM are below:



Students – SSRVM



Students in Class – SSRVM



Computer Lab – SSRVM



Sports Day Prize Distribution – SSRVM



Sports Day Activity – SSRVM



Yoga Day – SSRVM



Students – SSRVM

Corporate Information

BOARD OF DIRECTORS

Mr. B. Anand (DIN: 02792009)

Chairman (Independent and Non-Executive Director)

Mr. V.S.S. Mani (DIN: 00202052)

Managing Director and CEO

Mr. V. Krishnan (DIN: 00034473)

Whole-time Director

Mr. Ramani Iyer (DIN: 00033559)

Whole-time Director

Mr. Pulak Chandan Prasad (DIN: 00003557)

Non-Independent and Non-Executive Director

Mr. Malcolm Monteiro (DIN: 00089757)

Independent and Non-Executive Director

Mr. Sanjay Bahadur (DIN: 00032590)

Independent and Non-Executive Director

Mrs. Anita Mani (DIN: 02698418)

Non-Independent and Non-Executive Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Sachin Jain

EXTERNAL COMPANY SECRETARY

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

STATUTORY AUDITORS

S. R. Batliboi & Associates LLP
Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

Karvy Computershare Private Limited
Unit: Just Dial Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad – 500 032.
Phone: +91-40-6716 1500, 3321 1000
Fax: +91-40-2342 0814, 2300 1153
Toll Free No.: 1800-345-4001
Email: einward.ris@karvy.com
Website: www.karvy.com

REGISTERED OFFICE OF THE COMPANY

501/B, 5th Floor, Palm Court,
Building - M, Besides Goregaon Sports Complex,
New Link Road, Malad (West),
Mumbai – 400 064.
Tel: +91-22-2888 4060
Fax: +91-22-2882 3789
Email: investors@justdial.com

BANKERS TO THE COMPANY

HDFC Bank Limited
Axis Bank Limited

Management Discussion & Analysis

Economic Review

Global

The world economy witnessed flattish growth in 2016 over 2015 at 3.2%. However, the cyclical recovery towards the end of 2016 resulted in economic growth gaining momentum in the fourth quarter of 2016, which continued to sustain during the first half of 2017. With upbeat sentiments in the financial markets and a long-awaited cyclical recovery in manufacturing and trade underway, the world economy is expected to grow by 3.5% in 2017 and likely to sustain the pace with an estimated 3.6% growth in 2018. (Source: IMF)

Growth picked up in the United States of America (USA) in the second half of 2016 as firms grew more confident about future demand and as inventories started contributing positively to growth after five quarters of drag. Growth also remained solid in the United Kingdom (UK), where spending proved resilient in the aftermath of the June 2016 referendum in favour of leaving the European Union (Brexit). Activity surprised on the upside in Japan also due to robust net exports, as well as in the Euro area countries, such as Germany and Spain, because of strong domestic demand.

Growth in the emerging and developing nations remained constant at 4.3% in 2016. China's growth sustained at

6.7% in 2016 versus 6.9% in 2015, despite high base, reflecting continued policy support. In India, activity (in terms of Gross Value Added) has slowed to 7.1% in 2016 versus 8.0% in 2015, mainly due to the impact of the demonetisation initiative.

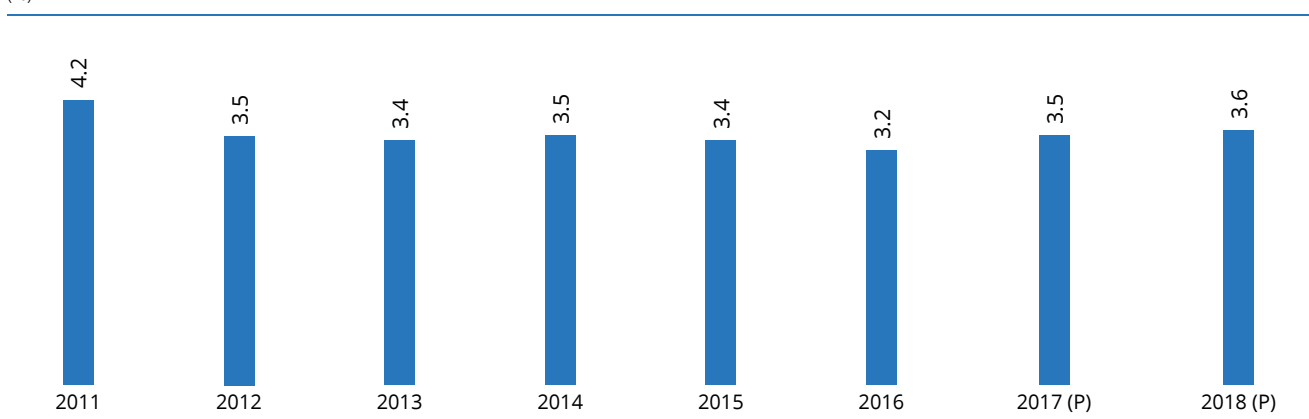
Alongside the pickup in economic activity, commodity prices have also strengthened. Oil prices increased by approximately 20% in the second half of 2016, in part due to the agreement to cut production by OPEC and other producers. Similarly, prices for natural gas and coal have also firmed up slightly. Among non-fuel commodities, metal prices have been supported by higher real estate investment and capacity reduction efforts in China and the anticipated fiscal policy easing in the USA. Agriculture commodity price rose by approximately 4% in 2016.

Global growth is forecasted to increase marginally beyond 2018, to reach 3.8% by 2022. This pickup in global activity is expected to come from developments in emerging markets and developing economies. The growth is likely to be led by strengthening in commodity-based countries, an acceleration of activity in India resulting from the implementation of important structural reforms, and a successful rebalancing of China's economy.

(Source: IMF)

World GDP growth rate

(%)



Source: IMF

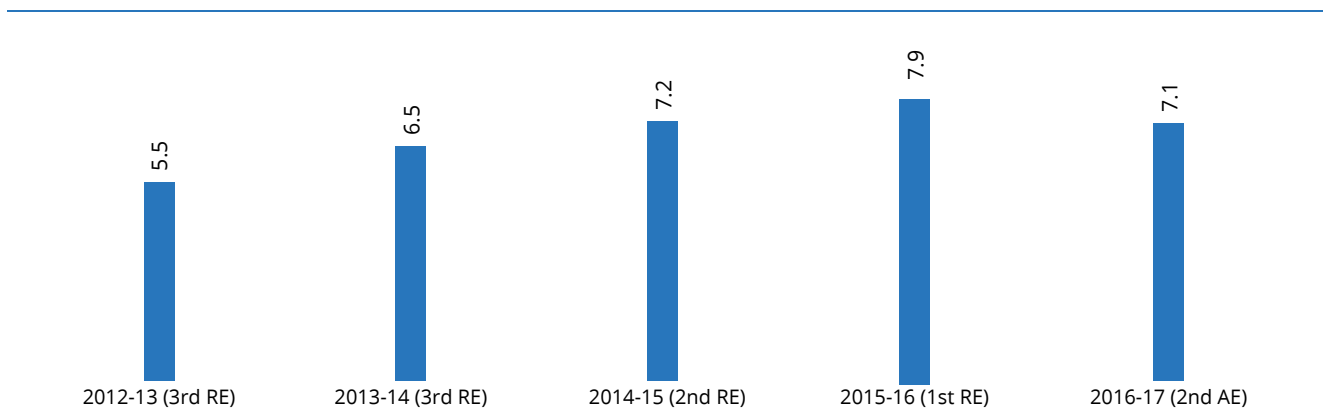
India

India's GDP grew 7.1% in FY 2016-17 (as per second advanced estimates of Central Statistics Office) versus a healthy 7.9% in FY 2015-16. The slowdown in growth can be attributed partly to the demonetisation of large currency notes and sharp decline in fixed investment by corporate sector, which itself is pressurised with stressed balance sheets. However, implementation of the Seventh Pay Commission provided some relief along with the recovery in exports. Exports grew 2.3% versus approximately 16% decline witnessed in the previous year.

As per IMF, growth is expected to accelerate to 7.2% and 7.7% in FY 2017-18 & FY 2018-19 respectively, underpinned by a recovery in private investments. India's growth is expected to remain resilient with inflation being low, fiscal prudence, contained current account deficit and benign commodity prices (especially crude). Policy actions are expected to boost financial stability via increasing capital buffers for PSUs, better targeting of subsidies and structured tax reforms led by the implementation of Goods and Services Tax (GST), which is expected to benefit the economy in the long term.

India's GDP growth rate

(%)



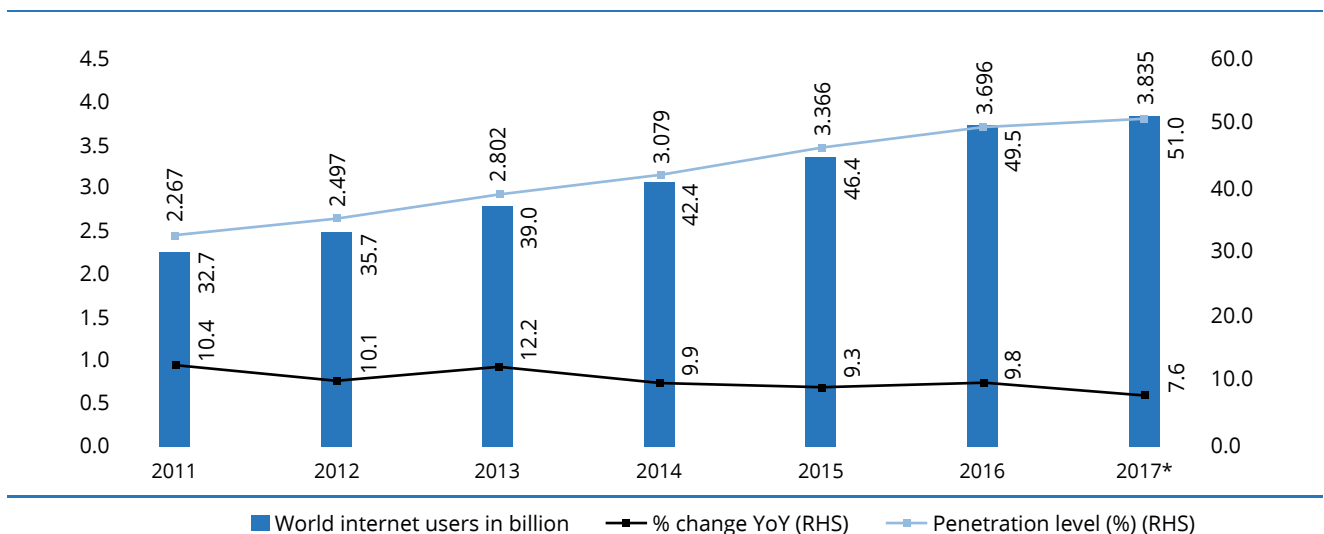
RE: Revised Estimates; AE: Advanced Estimates
Source: Central Statistics Office

Industry Overview

Telecommunication & Internet

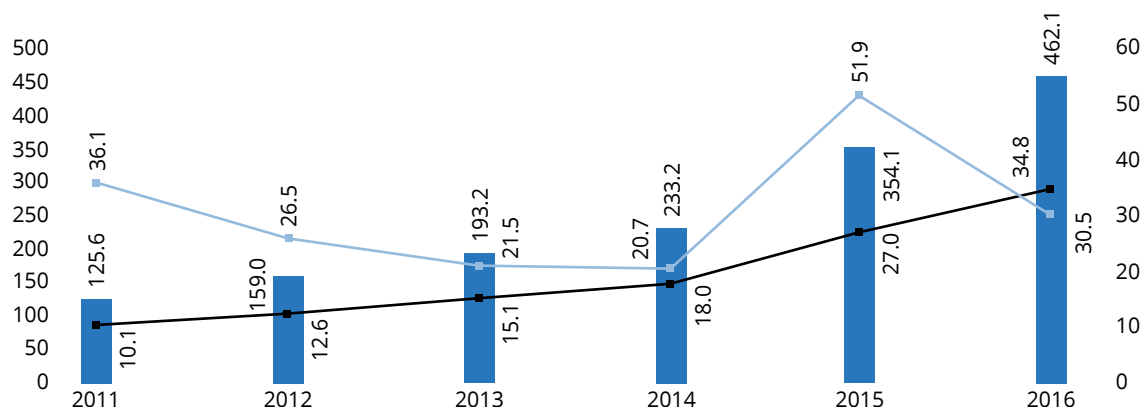
Approximately 3.7 billion people used internet globally in 2016, reflecting almost 10% growth over 2015 with a penetration level of 49.5% versus 46.4% seen in 2015. About 462 million Indians used internet in 2016 making India the second highest country in terms of internet users globally after China. Close to 60% of urban India with an estimated population of 444 million uses internet. In rural India, with an estimated population of 906 million, only 17% use internet.

Global Internet Users



*Up to June 2017
Source: Internet World Stats

India Internet Users



Source: Internet Live Stats

■ India internet users in billion — % change YoY (RHS) — Penetration level (%) (RHS)

Mobile Internet Users in India

(in million)

Particulars	Rural	Urban	Total
Jun-12	4	21	25
Jun-13	21	70	91
Oct-13	25	85	110
Jun-14	36	101	137
Oct-14	40	119	159
Dec-14	45	128	173
Mar-15	49	143	192
Jun-15	68	171	239
Oct-15	80	197	277
Dec-15	87	219	306
Dec-16	NA	NA	389
Jun-17	NA	NA	420

Source: IMAI and IMRB

With 1.21 billion total telephone subscriber base as at end of June 2017, India is the world's second-largest telecommunications market after China. The market continues to be wireless-dominated with 98% of total telephone subscriptions.

A new player marked its entry in 2016 and turned the telecom sector from being voice-driven to data-centric by introducing aggressive tariff plans with free voice calls and low-cost data. This led to other players too cutting their prices and aligning their respective service offerings.

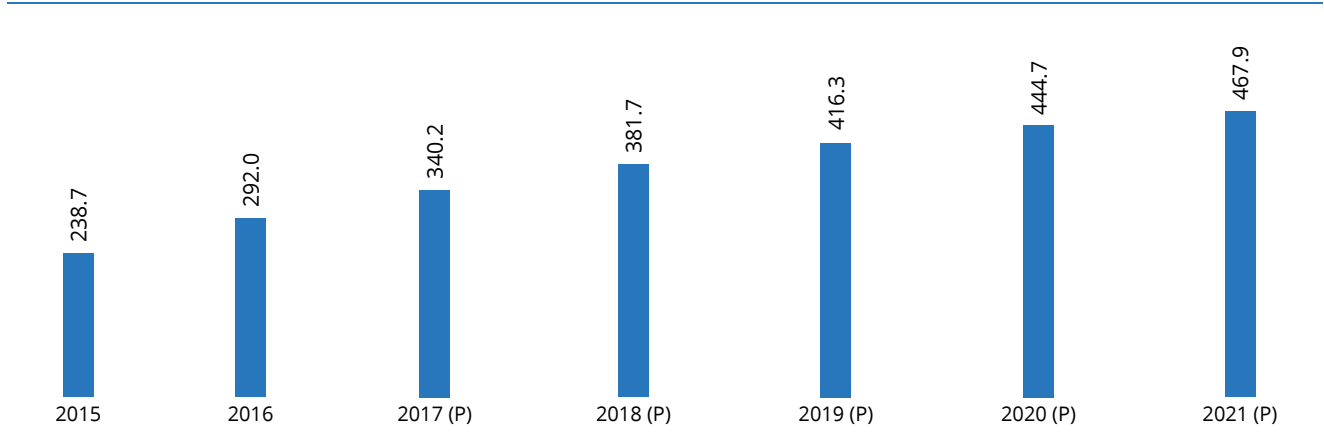
Internet-enabled mobile phones

With cellular phone being the primary device for Indians for their digital needs, mobile device penetration in India

is steadily growing – the number of smartphones touched 292 million in 2016 and is expected to touch 470 million in 2021. As per KPMG India-FICCI report on Indian Media and Entertainment Industry 2017, the average selling price for internet-enabled mobile phones is approximately ₹ 9,000, almost half of that in China (the biggest market for mobile devices). This growth in internet-enabled mobile phones coupled with sharp reduction in data tariffs, has ensured that mobile internet consumption is rapidly growing. According to TRAI, 15% of internet consumption in 2016 was through mobile phones and is expected to increase to 30% by 2021.

Smartphone Users in India

(in million)

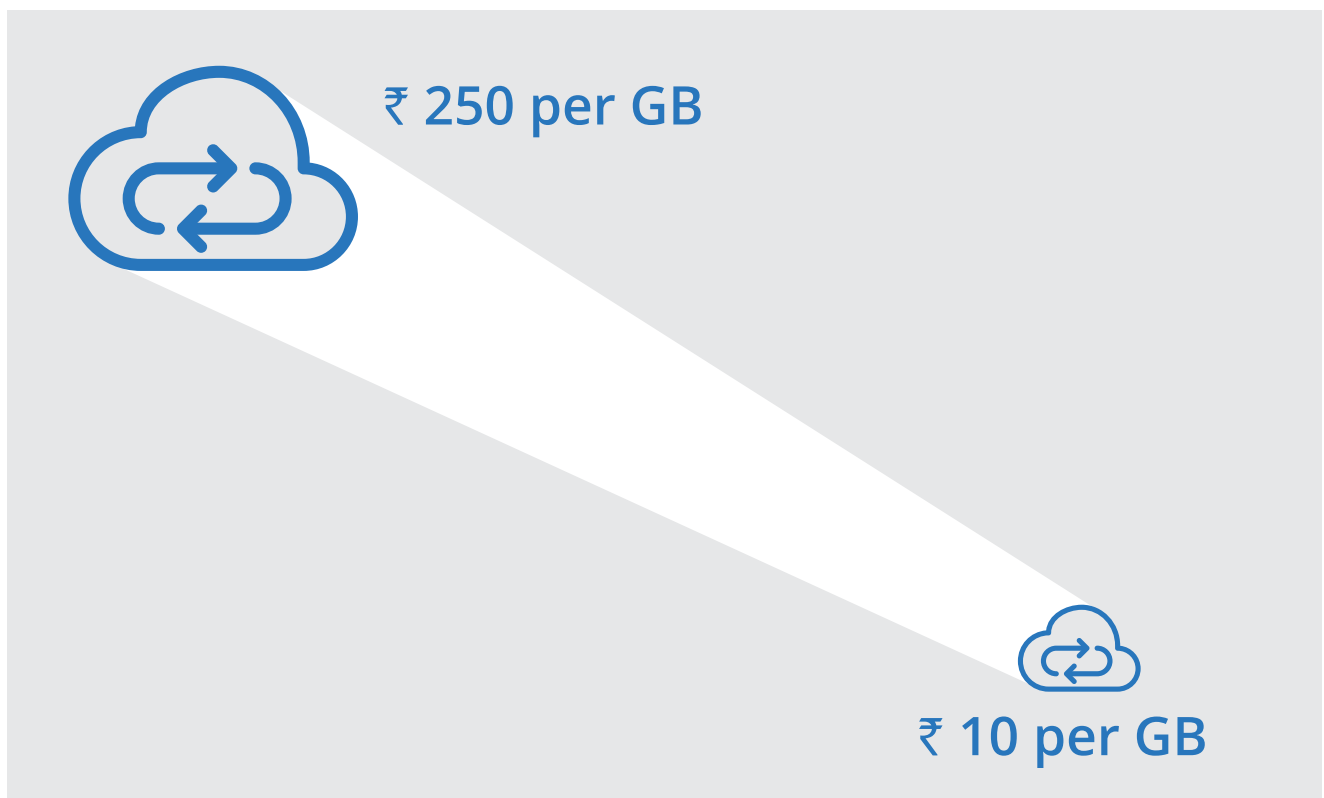


Source: Statista

It is expected that 4G connections will grow five-fold from 2016 to 2021 at approximately 38% CAGR and 3G connections will surpass 2G connections by 2019 as per KPMG analysis. Also 3G and 4G connections which currently form 25% of overall connections is expected to touch 80% by 2021. Along with high-speed affordable data, improved penetration of internet access has led to increase in India's mobile data traffic by 1.7 times in 2016.

The average mobile connected end user device generated almost 240 MB data traffic per month in 2016 versus 137 MB in 2015, as per TRAI. This mobile data traffic is set to rapidly increase especially given the war on data prices post the entry of a new player in the market. The impact has been so strong that data costs, which used to be almost ₹ 250/GB in the period before the entry of the new player in the sector, have dropped overnight to as low as ₹ 10/GB post its launch.

Data tariffs fall drastically post the new entrant



E-commerce

Electronic commerce (e-commerce) which entails buying and selling of the products and services exclusively through digital/online channels is rapidly becoming commonplace in India. With 462 million internet users in India, the e-commerce industry is pegged at around ₹ 2,110 billion (USD 30 billion as per ASSOCHAM-Forrester) having grown over 30% CAGR between 2011 and 2016. The growth potential is humungous given the Indian e-commerce industry is still 1/25th the size of China's e-commerce market (which stood at USD 752 billion in 2016 according to China's National Bureau of Statistics) and 1/13th the size of US e-commerce market (USD 394.86 billion as per US Commerce Department).

Until recently, internet-based purchases were primarily travel-related. But companies selling other goods online such as electronics, clothes and household items have surged in popularity in the recent past, with consumers becoming comfortable and more confident with making purchases over the internet. Online retailing has had a heady impact on the sales turnover of brick and mortar stores. E-commerce players which act as platforms for connecting buyers and sellers have grown rapidly and gained loyalty. A part of the growth in e-commerce is also attributable to the thrust on cashless economy by the Indian Government. Paying cash on delivery and easy return programme is a common practice which enables the consumer to evaluate the goods before paying and thereby increasing the trust on online shopping.

As per a study by KPMG, almost 85% SMEs in India who sell their merchandise online, saw a growth in their sales. Companies that adopted the digital commerce route saw a 51% increase in their revenues and a 49% increase in profits. Rural India too is seeing an upswing in online spends. With demonetisation in place, combined with exponential growth in digital wallets, online shopping experience is becoming more convenient.

According to a study by Forrester Research, approximately a fifth of total retail sales will take place online by 2021 in Asia Pacific, with 78% of that coming from mobile, up from 63% in 2016. The study adds that online retail via mobile will grow at a CAGR of 15.6%, to reach USD 1 trillion in 2020, up from USD 539 billion in 2016. China accounted for nearly 80% of online sales in Asia Pacific and is expected to be the first market to reach USD 1 trillion by 2020. China is the largest market for e-commerce globally, followed by the USA; but it is India that is the fastest-growing e-commerce market. World over, apparel is the largest category for online retail, followed by consumer electronics and computer hardware. However, grocery, beauty and cosmetics, home appliances and furniture are the fastest-growing categories.

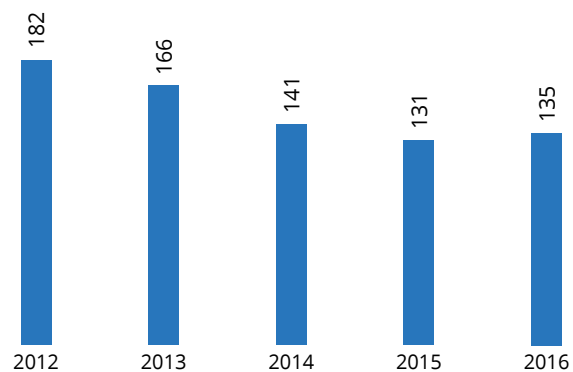
Industry Growth Drivers

Internet penetration and usage: The entry of a new player in the Indian telecommunication market in 2016

which has led to a dramatic change in offerings by players from voice-centric to data-centric. With affordable internet enabled phones, cheaper data rates and high internet speeds, an exponential increase in internet-usage in India is being witnessed. Increasing number of people are using internet reflected in higher data traffic per month. Prevalence of online shopping has risen multi-fold owing to ease and convenience.

Average Sale Price of Mobile Phone in India

(in USD)



Source: Counterpoint Research

Product portfolio vast in both width and depth:

E-commerce has evolved as a platform for almost everything from every day needs to luxury; all categories find their place on this platform from grocery, fashion, mobiles, electronic gadgets, household care, food, taxi services, home appliances, lifestyle accessories, travel booking, books, medicines, cosmetics, health care, movie tickets, matrimonial sites, financial products etc. More so even services are now being offered through the e-commerce route like beauty, cleaning, repairs, healthcare for senior citizens etc. Every player needs to ensure that it offers a unique product / service to the consumers to choose from. This acts as a major differentiating factor for the users to select the player who is not only reliable but also offers a relevant wide range of products.

Cashless economy: Post demonetisation and the announcement of the Government's intent to promote cashless economy, digital payments have become the latest buzz word. The Government also launched UPI, BHIM and BharatQR code to push the cause for cashless economy. BharatQR code allows users to make digital payment without having to enter any details of the merchant by just scanning the code with the help of any of the bank apps that is compatible with BharatQR code. BHIM is a simple and light app, sized merely 2 MB, allows speedy transactions for bank-to-bank payments. Similarly, UPI interface is also gaining popularity with growing number of bank partners. Currently, UPI is offered by more than 50 banks in the country including all PSUs and most of the large private banks. The National



Payment Corporation of India is also looking to add small finance banks and a large number of merchants to UPI. Monthly volume of transactions through UPI-mode has seen a steady increase from 7.2 million transactions during April 2017 to 11.63 million transactions during July 2017. Popularity and use of other mobile wallets has also grown many fold leading to fierce competition among the wallet players which in turn has benefited the consumer in terms of deep discounts and freebies on online purchases. Credit and debit cards continue to be all-time favourites with banks also offering various discounts and offers on different e-commerce sites. With inherent love for discounts by Indian consumers, these offers have led to a strong pick up in e-commerce sales. For traditional customers, net banking and cash on delivery continue to be offered as options for payment.

Secure and safe payment: Online payment is not only easy and convenient but is also very secured reflected in the multiple layers of security checks that a user has to go through in order to make a payment. Sites use various authentication measures apart from passwords like one-time passwords, transaction passwords, use of grids and CVV to ensure safe and secure payment. The linking of email IDs and mobile numbers help to keep the customer updated about transactions and avoid the instances of fraud.

Easy documentation to help grow mobile users: Another revolution came in with the entry of a new player in the telecom sector, who leveraged Aadhaar-based authentication to verify customer credentials. This facilitated the customers to avoid hassles of submitting multiple proofs and awaiting verification, as the customer's Aadhaar profile details along with the biometric authentication details are shared online with UIDAI server for real-time authentication. Post this authentication, the customer details can be fetched online from UIDAI server and the customer mobile connection can be processed for immediate activation. With the mandatory KYC process getting easier, mobile users are likely to increase meaningfully.

Growing importance of Omni channel route: In early stages of e-commerce, players would operate only through desktop websites. But with the advent of smartphones and e-commerce becoming commonplace, most players have realised the need and importance of going digital and having to build mobile sites and apps to make the consumer buying experience smooth. The players are thus well-equipped to grab customer's share of spends no matter what mode the customer adopts to make his purchases.

Online advertising: Since users spend a lot of time online, impact of online advertising is high which in turn helps growth of the industry. E-commerce growth is also attributable to growth in online advertisements which prompts user to explore buying options while surfing.

Rapid growth in SMEs: The Ministry of Micro, Small and Medium Enterprises (MSMEs) estimates that in terms

of value, SMEs account for about 6% of the India's GDP, close to 33% of the India's manufacturing output and approximately 45% of the total exports, and employs more than 110 million people. As per the FY 2015-16 annual report of the Ministry of Micro, Small, and Medium Enterprises, there are estimated to be about 51 million MSME businesses having a combined fixed asset value of nearly ₹ 15 trillion. The Government of India's 'Make in India' initiative along with fiscal sops like 25% income tax rate for entities with less than ₹ 500 million revenues is expected to provide impetus to MSME sector growth.

Business Review

Just Dial (hereafter also referred to as "the Company") was the pioneer in providing pan-India search service which has been effectively bridging the gap between users and businesses by providing fast, free, reliable and comprehensive information about providers of products and services. It is available to users across multiple platforms, such as the internet, mobile internet, over the telephone (voice) and text (SMS).

Being the first of its kind search service, it attracted a lot of businesses who found Just Dial to be an easy and convenient platform to reach out to vast number of users in a cost-efficient manner. The Company offered its services to sellers via various modes namely free listing, paid listings and premium listings. The seller can choose to be a priority listing by paying for premium listing. To assist sellers further, the Company introduced weekly/monthly/annual packages, which helped enrol a huge number of sellers including smaller ones who had access to small funds. It has enabled the Company to create a huge database of sellers and buyers which is not easy to replicate, thus creating a moat.

Local Search service is the core business of the Company and being one of the first players in the space, it enjoys strong brand equity making it difficult for competitors to enter this lucrative segment. The Company's strength lies in being able to upgrade itself with the ever-changing industry trends and reshaping the business to ensure sustainable growth. The Company has kept evolving over the years by launching several new services like JD Pay, Search Plus, JD Maps, JD Social, JD Omni, etc. to keep pace with changing times. However, search business remains its core business segment, a strong forte of Just Dial.

Business Model

Financial stability: The Company has a solid revenue stream which provides the capability to invest and grow the business further. Since the Company collects upfront payment for its listings, either through complete annual payment plan or monthly/weekly advance payment for ECS payment plan, it enjoys negative working capital and healthy positive free cash flows.

Pan India presence: The Company has a nationwide presence and ~84% of its revenue is driven by the top 11 cities given that the internet penetration and reach is much higher there.

Customised revenue model: The Company follows a flexible pricing strategy depending on whether the advertiser is from main cities or Tier 2 / 3 cities. Pricing also varies as per business category of the advertiser, type of listing opted (premium vs. non-premium) and other relevant factors. Further, advertisers are offered multiple payment options like fixed monthly, weekly or annual fees.

Listing through transparency: The advertisers can opt for premium or non-premium packages which determine their preference in listing. Premium advertisers (Platinum, Diamond and Gold) get priority in category searches and hence have higher visibility.

Empowering businesses: The Company runs special focussed campaigns in various cities across India to benefit advertisers. It also acts as a unique vast platform for MSMEs to get easy, convenient and low cost access to a large consumer base. As of March 31, 2017, the Company had 4,35,360 active paid campaigns up 18% versus 3,68,800 paid campaigns as of March 31, 2016.

Strong ground force: The Company has 4,350 tele-sales employees and 1,484 feet-on-the-street selling to SMEs and 2,055 Just Dial Ambassadors (JDAs). Its robust manpower network deployed across 250 plus cities cover 11,190 pin codes in India.

Service Platforms

With the vision to become a one-stop solution to all search and transaction-related needs of Indian consumers, Just Dial has established pan India presence and is available across the platforms like internet, mobile internet, mobile applications, voice and SMS so that it can encash all opportunities to serve its existing as well as potential customers.

Internet: As one of the first companies to offer local search services in India, it has a first-mover advantage among consumers seeking information on the local businesses. Just Dial is a well-known and established brand on the internet. The Company prides in having built the technology in-house. It uses open source platforms and exploits its expertise in technology to ensure enriched user experience. The Company truly stands on its 'life made easy philosophy' with features like predictive auto-suggest, maps and directions, ratings and reviews and search by Category, Company and Product.

Mobile internet: Keeping in sync with the exponential growth in mobile internet users, the Company has devised its mobile-app across the operating platforms like Android, iOS, Windows and Blackberry. As on March 31, 2017, there have been 13.25 million downloads of the application through mobile. With growing preference for lighter apps, the Company has launched new JD Lite Android App which is less than 2 MB in size but retains most features of the regular version Android app, making

it easy to use even on low-end mobile phones and in weak internet connectivity areas.

Voice & SMS: Since the late 1990s when internet usage was much lesser popular than it is today, the Company used the voice and SMS search platforms. These platforms are still commonly used by people who are not technology-savvy. The Company allows the search to be made in multiple languages given its pan India presence. To enable smooth customer experience via these platforms, the Company has a 24x7 national hotline number (88888-88888) and eight local numbers specific to certain cities. SMS search is more relevant for users who are in search for non-internet service but with minimal human interaction.

The Company, a pioneer of the search business, with its vast database and strong consumer connect with both buyers and sellers, ensures that its leadership in the space is not easily challengeable.

Extending Value Proposition

The consistently growing user ratings and reviews up nearly 16% in FY 2016-17 versus FY 2015-16 and the total number of app downloads being 13.25 million as on March 31, 2017 speak volumes of Just Dial's popularity and brand equity. The Company in its endeavour to become one-stop solution for all type of searches and transactions for products and services is constantly improvising its customer database. Features like JD Maps, JD Social and friend's ratings further enhance the overall user experience, and increase trust and loyalty of both buyers and sellers for the unique service that the Company provides.

Listings

Advertisers in order to gain easy and quick access to a large consumer base, list with Just Dial. These advertisers are the primary source of revenue for the Company. They pay fixed monthly / weekly / annual fees to the Company, which varies depending on the category of business, location of the advertiser and type of listing, premium (Platinum, Diamond and Gold) versus non-premium. A large number of MSMEs from different industry sectors make use of this platform to advertise in a cost-effective manner. Overall, listings have grown 9.5% to 17.9 million as on March 31, 2017 over as on March 31, 2016.

Ensuring Data Integrity and Quality

Since its database is of utmost importance, the Company ensures efficient data management and timely updation and enrichment. All the relevant business details are verified by the database team which is also responsible for periodic review of this data. The team constantly monitors the data and ensures it is properly updated in the system and is accurately reflected on demand. The Company uses geo-coding and data analytic tools to not only simplify the searches but also refine the list so as to be relevant for the consumers.

Operational Review

Sales and Marketing: The Company has an employee base of 11,334 comprising 4,350 tele-sales executives, 1,484 feet-on-the-street and 2,055 Just Dial Ambassadors as on March 31, 2017. Since the sales and marketing teams are responsible for driving business by bringing new listings, converting free listing to paid listings and further to upgrade to premium listings, the team has to undergo regular training and motivational programmes. For business expansion, the Company introduces various attractively priced packages for businesses which aid the sales team in achieving their targets. In FY 2016-17, the Company had undergone a rationalisation exercise in various non-core departments and continues to review the performance of its sales force especially those who consistently do not meet their targets. However, with expanding business needs, the Company expands its workforce through recruiting people who are aligned to the organisation's vision.

Marketing and business development: The Company constantly thrives to grow both its seller base and buyer/consumer base through effective business development and marketing. To convert free subscriptions to paid, the Company has a team of 2,055 Just Dial Ambassadors and 1,484 feet-on-the-street, who are entrusted with the responsibility of educating the buyers about the services provided by the Company, updating the seller database and marketing the brand to them. The effectiveness of the team is well reflected in 18% growth in paid campaigns in FY 2016-17 to 4,35,360 versus FY 2015-16. On the branding front, the Company has strong brand equity with presence across social media platforms, TV ads, OOHs. The Company has recently launched a new advertisement campaign to attract both users and customers by highlighting the strong value proposition that Just Dial offers to make life simple for consumers by providing answers for local search needs.

Focus on Core Search

With virtual /online marketplace becoming an inevitable reality, MSMEs in India face the dire need to create a meaningful online presence along with an online strategy to reach out to customer, strengthen brand goodwill and remain visible. As this transition from offline to online happens at a rapid pace, MSMEs face the challenge of choosing a business partner that can assist it in this change.

Understanding this void and opportunity it poses, Just Dial focussed on evolving itself by devising a 5-pillar internet strategy to handhold MSMEs in its online journey. These pillars include:

- **Listing:** Being India's leading local search engine platform and an online marketplace with unmatched traffic and database, Just Dial shall focus on attracting more MSMEs to get listed on its platform. This shall provide them significant online visibility and exposure to prospective buyers.
- **Own website:** Once this visibility is attained, Just Dial shall assist in developing customised website / mobile sites such that prospective buyers can get maximum information about the MSMEs and its product and service offerings. Besides having smart user interface, these sites would be responsive, mobile-friendly, search engine optimised, and dynamic with transactional facilities to attract more traffic.
- **Online payments:** Just Dial through its JD Pay tool shall also facilitate in conducting digital transactions between the buyers and sellers. Having the advantage of simplicity and speed, JD Pay focusses on providing highest level of convenience to help SMEs grow their business.
- **Ratings:** The Company, through its JD Ratings tool, focusses on providing SMEs an opportunity to enhance their market reputation and attract more customers. Better product / service quality and competitive pricing shall enable them improve their ratings and get positive reviews which is crucial for users when making buying decision.
- **Reach:** Just Dial, through its social media platform JD Social, shall provide an engaging platform where users can chat, view ratings and reviews, get curated content and get information on business trends. This shall facilitate business listed on Just Dial to get immense visibility.

While these 5-pillar internet strategies facilitate in Just Dial's evolution to cater to the changing business scenario and bring back focus on core search business, the Company's management has also undertaken several other initiatives that intends to bring back growth to historical levels.

The recently launched campaign starring Mr. Amitabh Bachchan is directed in line with this renewed focus on core Search. The advertisement featuring both on TV and digital media emphasises superiority of Just Dial's app as an 'All in one' app for any day-to-day search and transaction requirements. The campaign even reiterates the benefits of Just Dial as the only app to make local search needs simple and easy.

Keeping pace with the evolving trends, the Company has launched a Lite Android App – having a reduced size of less than 2 MB compared to 16 MB of the earlier version – to enhance loading speed, which is the key to customer engagement. The app having similar features to the original one, provides more convenience to the customer reflecting the Company's continued endeavour to provide the best in Search.

With Tier-2 and 3 cities, accounting for only 16% of total revenues, the Company continues to strengthen its sales force to further penetrate into these cities. The Company has been instrumental in growth of SMEs in these cities and enjoys a strong reputation with them. The Company is also now expanding its marketing focus on Tier 1 and

Metro cities which provide ample opportunities to grow with a number of budding SMEs.

Just Dial is thus focussing on improving its execution capabilities, impactful customer engagement, better operational efficiencies and expansion of database and paid listings.

Technology and Infrastructure

It is imperative for the Company to have access to the latest technology and infrastructure in order to provide quick and effective service to its users and customers. The Company's experienced technology team of 400 plus experts develop new software applications for the ever-changing business operations enabling it to ensure minimal possible turnaround time for its queries and requests. Internet Data Centres (in-house as well as external) ensure security of systems infrastructure, database and regular internet connectivity, which is further safeguarded by continuous monitoring by a strong engineering support team. More than 1,100 plus servers power the open source platforms for various intranet and extranet applications.

Security

Possessing information of users and businesses, 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 and latest technologies to prevent any hacking attempts.

Financial Review

In FY 2016-17, the Company continued with its efforts to revive the core business by strengthening team, aggressive marketing, adding new services and growing paid campaigns. The Company has also focussed on widening and deepening presence in Tier 2 and 3 cities. Ability to consistently upgrade technological excellence, value-added offerings and efficiently manage operations has resulted in consistent growth in revenues and sustained profitability over the years.

Particulars	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
Revenue from operations (₹ Mn)	7,186.10	6,676.60	5,897.98	4,612.93	3,627.68
Other income (₹ Mn)	870.63	800.25	488.55	399.49	136.43
Total income (₹ Mn)	8,056.73	7,476.85	6,386.53	5,012.42	3,764.11
Adjusted Operating EBITDA* (₹ Mn)	1,254.95	1,706.33	1,839.59	1,424.20	1,010.82
Adjusted Operating EBITDA Margin (%)	17.5%	25.6%	31.2%	30.9%	27.9%
Profit before tax (₹ Mn)	1,564.83	1,931.28	1,905.42	1,648.56	984.28
Profit after tax (₹ Mn)	1,213.42	1,427.38	1,388.90	1,206.08	684.57
Net profit margin (%)	15.1%	19.1%	21.8%	24.1%	18.2%
Earnings per share (Basic) (₹)	17.46	20.25	19.76	17.23	10.30
Cash Flow from operations (₹ Mn)	1,362.01	1,479.49	1,846.53	1,330.36	1,023.18
Return on Net Worth (%)	14.8%	19.1%	23.0%	25.1%	25.7%

Note - Figures of FY 2016-17 and FY 2015-16 are based on Ind AS accounting vis-à-vis IGAAP for earlier years and hence won't be comparable to earlier years to that extent

Highlights

- Operating Revenue from search & services increased by 7.6% y-o-y from ₹ 6,676.60 million in FY 2015-16 to ₹ 7,186.10 million in FY 2016-17.
- Other income for the year increased 8.8% from ₹ 800.25 million in FY 2015-16 to ₹ 870.63 million in FY 2016-17. This growth was on account of Company's increased investment in tax-free bonds during the year (from ₹ 2,179.60 million in FY 2015-16 to ₹ 3,193.40 million in FY 2016-17) resulting in increase in interest earned and gain in market values on the same.
- The total income increased by 7.8% from ₹ 7,476.85 million in FY 2015-16 to ₹ 8,056.73 million in FY 2016-17 representing an overall growth in business during the fiscal year.
- Adjusted operating EBITDA margin* decreased from 25.6% in FY 2015-16 to 17.5% in FY 2016-17, as the Company ploughed back part of its gross margins into development of new products and increased spend on advertising and promotions for brand building.

* Adjusted Operating EBITDA is arrived at after adjustment of ESOP and one-time expenses to the Operating EBITDA. The Operating EBITDA is arrived at by reducing operating expenses i.e. employee expenses and other expenses from operating revenue. It does not include interest, taxes, depreciation and amortisation expenses or other income.

- Consequent to the above, Profit before tax decreased by 19% y-o-y from ₹ 1,931.28 million in FY 2015-16 to ₹ 1,564.83 million in FY 2016-17. Profit after tax for the year decreased by 15% from ₹ 1,427.38 million in FY 2015-16 to ₹ 1,213.42 million in FY 2016-17. The net profit margin was 19.1% in FY 2015-16 as compared to 15.1% in FY 2016-17.
- Cash flows from operations stood at ₹ 1,362.01 million in FY 2016-17 compared to ₹ 1,479.49 million in FY 2015-16. ₹ 321.14 million was spent on advertising and promotion in FY 2016-17 compared to ₹ 252.76 million spent in FY 2015-16.
- Diluted earnings per share stood at ₹ 17.35 in FY 2016-17 against ₹ 20.08 in FY 2015-16.

Revenue

The Company's primary source of revenue from local search operations is through SME subscription to either the premium packages (Platinum, Diamond and Gold) or non-premium packages. The fixed weekly/monthly/annual listing fees is paid by the SMEs through upfront payments or instalments under Electronic Clearing Service (ECS) scheme. The difference between the collected amount and accrued revenue is accounted as unearned revenue in the Balance Sheet. The increase in unearned revenue reflects the growing popularity of the Company.

Employee Benefit Expense

The employee benefits expense increased by 16% from ₹ 3,799.33 million in FY 2015-16 to ₹ 4,408.83 million in FY 2016-17 primarily due to proportionate increase in the headcount and restructuring of payroll. The employee benefits expense as a percentage of total expense in FY 2016-17 has remained in line with the previous year at approximately 67.9%. The employee benefits expense as a percentage of total revenue has increased from 50.8% in FY 2015-16 to 54.7% in FY 2016-17. The number of employees has increased to 11,334 employees in FY 2016-17 from 11,142 employees in FY 2015-16.

Finance Costs

With no debt on the books of the Company, the interest cost continues to remain nil.

Depreciation and Amortisation Expense

The depreciation and amortisation expense has increased by 29.1% from ₹ 311.03 million in FY 2015-16 to ₹ 401.40 million in FY 2016-17 due to addition in Fixed assets/Capital expenditure outlay during the year. Addition in Fixed assets was primarily towards procurement of computers, servers and related infrastructure required to provide the best possible technological support for conducting the operations.

Other Expenses

Other expenses have increased by 17.2% from ₹ 1,435.33 million in FY 2015-16 to ₹ 1,681.68 million in FY 2016-

17. The increase in other expenses is due to increase in advertising and sales promotion, database and content charges, rental expenses, and repairs and maintenance.

Income Taxes

The Income Tax provision (current tax) decreased from ₹ 503.90 million in FY 2015-16 to ₹ 351.41 million in FY 2016-17. The Company had paid taxes under Minimum Alternate Tax ('MAT').

SWOT Analysis

Strengths

Experienced management: The success of the Company in terms of growth, brand equity and evolving with the ever-changing landscape is a reflection of the strong business acumen and vast experience of its promoters and the management team.

First mover advantage in having an unparalleled database: Being the introducers of search concept in the country, the Company enjoys a vast database of 17.9 million listings that continues to grow. It is commendable that the Company is steadily evolving to a one-stop solution for all search and transaction related needs.

Strong relationship with paid advertisers: Just Dial was the first local search service which enabled sellers to get access to a vast pool of buyers. The Company offered a host of services to the advertisers with flexible packages and payment options. Advertisers have built robust connect with the Company. This long-standing relationship with advertisers creates a strong entry barrier for new competition.

Strong brand recognition: Early mover advantage has helped build strong brand equity and thereby making the Company the first choice for new sellers and buyers.

Attractive value proposition for local SMEs: The Company provides instant vast reach to local SMEs in a cost effective manner.

Expansion in small towns: In the interiors of the country, sellers consider Just Dial to be the greatest plausible influencer to get new customers and grow business. The Company is witnessing substantial growth from these markets.

Advanced and scalable technology platform: With a strong team of technology experts, the Company boasts of being ahead of the technology curve and rapidly evolving with changing industry landscape. Bulk of the technology that powers user-facing products and applications used by employees has been built in-house by software development team.

Efficient and profitable business model: The Company operates on a negative working capital cycle and generates strong free cash flows enabling it to grow its cash reserves and make periodic investments to meet the ever-changing technological needs.

Weakness

Low revenue share from rural areas: ~84% of the Company's revenue is earned from top 11 cities. The Company needs to improve its penetration in other areas.

Relevance and connect with millennials: The Company had established itself strongly at a time when internet use was limited. The Company needs to establish connect and become more relevant with millennials who are extensive users of internet and who will become the decision makers in the coming years.

Opportunities

Online market: The growing prevalence of e-commerce provides a great opportunity for the Company to expand its business and cater to a wider audience as it provides a master app wherein all online facilities are available at a single place.

Mobile internet: Increasing availability of low priced internet-enabled phones and data packs coupled with growing use of 3G/4G networks provide an ever-increasing consumer base to cater to the Company.

Innovation: The Company's expertise in technical know-how and rich experience provide it with the opportunity to innovate unique product and service offerings to meet the ever-changing needs of the industry.

Threats

Continuous innovation: The Company needs to constantly improve, upgrade and expand its technology and infrastructure to combat the risk of becoming obsolete in the rapidly changing industry. Inability to maintain current levels of service as customer base expands or as the Company enters newer verticals could pose risk to its goodwill.

Cost-efficient: As the technological needs grow, it is imperative for the Company to upgrade but at the same time remain cost-efficient to maintain growth in its paid listings.

Dependency on search engines: The Company needs to focus on strong marketing campaigns to reduce its dependency on search engines and have users reach to its platforms directly.

MNC competition: The Company faces competition from global search engine who have deep pockets and are looking to venture into the local search market and from vertical-focussed players who are willing to spend aggressively on customer acquisition through cashbacks and discounts. The Company is way ahead of any local search competition given its already deep database and strong brand equity. Increasing user experience in each of the verticals is a key focus area for the Company.

Risk Management

Being aware of the various risks the Company faces, it has incorporated a strong risk mitigation strategy to anticipate and manage the risks.

Technology Risk	Risk definition:	Inability of the Company to keep pace with the ever-changing technological innovations pose a threat to business revenue.
	Risk mitigation:	With an effective team in place to ensure timely and periodic upgradation of technology and infrastructure systems, the Company is able to meet the rapidly evolving needs of the users.
Business Risk	Risk definition:	Inability to innovate on services and products' front could lead to loss in customer base and thus revenue.
	Risk mitigation:	The Company has always ensured it stays ahead of the curve to understand new needs of the consumer. With an experienced team comprising domain experts, the Company has been upbeat in terms of product innovation – launch of Search Plus, JD Pay, JD Ratings, JD Social, JD Maps, JD Omni and other products.
Geographic Risk	Risk definition:	Over dependence on top 11 cities for revenue could result in concentration risk.
	Risk mitigation:	The Company is constantly striving to increase its penetration in rural and semi-urban areas with the help of strong marketing team and Just Dial Ambassadors.
Competition Risk	Risk definition:	Increasing competition from local and global search engine players as the space gets increasingly lucrative.
	Risk mitigation:	First mover advantage has enabled the Company to build a database which is not easy to replicate. As the Company keeps itself updated on technology and infrastructure while ensuring high brand visibility and recall, it is unlikely to lose business to new competition whose reliability and credence will have little historic backing.

Road Ahead

The Company plans to focus on its core Search segment and strengthen its footing in the segment. While the management has undertaken in-depth study of the market and future business scenario to devise a robust 5-pillar internet strategy, the focus going forward shall be excellence execution of this strategy to deliver strong performance. This shall assist the Company in regaining its historic growth and enhance the depth and breadth of its database, paid listings, which is its core business.

The Company constantly thrives to innovate and actively engage with the customer with innovative services like Search Plus, JD Maps, JD Pay, JD Ratings, etc. The Company remains focussed to grow its paid listings and penetrate deeper into non top 11 cities with ever-expanding sales force. The Company will also lay strong focus in marketing and communication via digital and offline media.

Human Resource Management

The Company is cognizant of the importance of human capital in a technological industry it operates in. The Company strives hard to retain its experienced team rich in domain expertise as it recognises their importance in the growth of the Company. Nurturing people is a key organisational goal and leadership mandate. Training and employee motivation is an integral part of the Company. The Company has taken on itself to ensure that the children of all the blue-collared employees of the organisation have access to quality education.

Internal Audit & Controls

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

Disclaimer

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

DIRECTORS' REPORT

Dear Members,

We, the Directors of Just Dial Limited, (the "Company") are delighted to present 23rd Annual Report along with the audited accounts of the Company for the year ended March 31, 2017, (the "Report").

1. FINANCIAL HIGHLIGHTS

(₹ in million)

Particulars	Standalone		Consolidated	
	2016-2017	2015-2016	2016-2017	2015-2016
Revenue from Operations	7,186.10	6,676.60	7,186.10	6,676.60
Other Income	654.60	632.60	654.35	632.63
Financial Income	216.03	167.65	215.89	167.67
Total Revenue	8,056.73	7,476.85	8,056.34	7,476.90
Profit/Loss before depreciation	1,966.23	2,242.31	1,966.43	2,242.57
Less: Depreciation	401.40	311.03	401.39	310.97
Profit Before Tax	1,564.83	1,931.28	1,565.04	1,931.60
Less: Provision for tax	351.41	503.90	351.43	503.88
Profit After Tax	1,213.42	1,427.38	1,213.61	1,427.72
Other Comprehensive Income	278.72	11.00	278.72	11.00
Total Comprehensive Income	1,492.14	1,438.38	1,492.33	1,438.72

Note: The above figures are extracted from the standalone and consolidated financial statements prepared in compliance with Indian Accounting Standard (IND AS). The Financial Statements of the Company complied with all aspects with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

INDIAN ACCOUNTING STANDARDS (IND AS)

The Ministry of Corporate Affairs (MCA), vide its notification in the Official Gazette dated February 16, 2015, notified applicability of Ind AS to a certain class of Companies. Accordingly, Ind AS was applicable to your Company for the accounting period beginning from April 1, 2016 with a transition date on April 1, 2015. Your Company has adopted the IND AS and the financial statements comply with all aspects with Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The comparative financial information of the Company for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in the Standalone and Consolidated IND AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2016 and March 31, 2015 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) and adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS.

Transition to IND AS was smooth and did not have any significant financial impact as Company was already following prudent accounting policies similar to IFRS standards. The Board of Directors complimented finance team for smooth transition to IND AS.

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

The Revenue from operation has increased by about 7.63% on accrual basis to ₹ 7,186.10 million in the financial year ended March 31, 2017 as compared to ₹ 6,676.60 million in the financial year ended March 31, 2016.

The Company's Operating Earnings before interest depreciation and taxes (EBITDA) margin stands at 15.25% of the operating income in the financial year ended March 31, 2017. The profit before tax (PBT) of the current financial year decreased by 18.97% to ₹ 1,564.83 million as compared to ₹ 1,931.28 million for the preceding financial year.

The Company's profit after tax (PAT) of the current financial year decreased by 14.99% to ₹ 1,213.42 million as compared to ₹ 1,427.38 million for the preceding financial year.

The operations of the subsidiaries in financial year 2016-17 were not significant and the performance of subsidiaries is reflecting in the financial highlights mentioned hereinabove.

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

To conserve the resources of the Company, the management has decided not to recommend any dividend for this financial year.

4. DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the Listing Regulations), the top 500 listed Companies shall formulate a Dividend Distribution Policy. In compliance with the said requirements, the Company has formulated its Dividend Distribution Policy, which is enclosed as 'Annexure - 1' to this Report and also available on the website of the Company and may be viewed at <https://www.justdial.com/cms/investor-relations/policies>.

5. TRANSFER TO RESERVE

The Company has not transferred any amount in the general reserve of the Company, during the year under review, however ₹ 270.30 Million has been transferred to Capital Reserve being the difference between fair value of consideration paid and fair value of net assets taken pursuant to Scheme of Arrangement between the Company and Just Dial Global Private Limited.

6. DEPOSIT

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

7. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

The Company has following two subsidiaries as on March 31, 2017.

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

The revenue and expenses for the financial year 2016-17 is 0.19 Million USD and 0.18 Million USD, respectively which is same as previous financial year 2015-16. The company had recorded growth in Profit after tax from USD 7,955 in FY 2015-16 to USD 8,832 in FY 2016-17.

ii. JD International Pte. Ltd., Singapore - wholly owned subsidiary of the Company

JD International Pte. Ltd. has not yet started its operations.

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

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

During the year under review, neither any Company has become nor ceased as Subsidiary. The Company does not have any joint venture or associate Company.

8. CONSOLIDATED FINANCIAL STATEMENT

The Audited Financial Statements for the year ended March 31, 2017 of Just Dial Inc., USA and Unaudited Financial Statement of JD International Pte Ltd., Singapore, wholly-owned subsidiary companies, are available on website of the Company i.e. www.justdial.com. JD International Pte Ltd., Singapore has not yet started its operation, hence the Audit of the Financial is not mandatory as per the law of Singapore, therefore the Financial Statement of JD International Pte Ltd., Singapore is unaudited. The Statement containing salient features of the financial statements of the subsidiary companies in the prescribed format i.e. AOC-1 is appended as an 'Annexure - 2' to the Board's Report. The statement also provides the details of performance and financial position of subsidiary companies, however looking at the performance of the Subsidiaries, which do not contribute significant in the growth and performance of the Company. These documents will also be available for inspection on all working days except Saturdays, Sundays and public holidays at the registered office of the Company.

The Consolidated Financial Results represents those of the Company and its wholly-owned subsidiaries viz. Just Dial Inc., USA and JD International Pte Ltd., Singapore. The Company has consolidated its results in accordance with the IND AS 110 - 'Consolidated Financial Statements' pursuant to section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

9. SHARE CAPITAL

- Pursuant to order passed by Hon'ble National Company Law Tribunal on March 22, 2017 in respect of Scheme of Arrangement between the Company and Just Dial Global Private Limited, the face value of preference share of the Company has been sub-divided from ₹ 10/- per

Preference share to ₹ 1/- per preference share and accordingly the number of preference shares in the authorised share capital has been increased from 12,00,000 preference shares of ₹ 10/- each to 1,20,00,000 preference shares of ₹ 1/- each. Therefore, the authorised share capital of the Company is ₹ 1,01,20,00,000/- divided into 10,00,00,000 Equity Shares of face value of ₹ 10/- each and 1,20,00,000 Preference Shares of ₹ 1/- each.

- During the year under review, the paid-up share capital of the Company has increased from ₹ 694.74 million to ₹ 695.38 million.
- During year under review, the Company has allotted 64,841 Equity Shares of ₹ 10/- each to its employees upon exercise of options granted to them under the ESOP Schemes of the Company.
- 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.
- Pursuant to order passed by Hon'ble National Company Law Tribunal on March 22, 2017 in respect of Scheme of Arrangement between the Company and Just Dial Global Private Limited, the Company needs to issue and allot 11,25,068 preference shares of ₹ 1/- per share to the shareholders of Just Dial Global Private Limited. The provision for this purpose has been made in the books of accounts of the Company and the same has been shown as suspense account in the statement of changes in equity for the year ended March 31, 2017.

10. DIRECTORS AND KEY MANAGERIAL PERSONS

The Company has 8 (Eight) Directors on the Board, of which 3 (Three) are Independent Directors, 2 (Two) are Non-executive Directors and 3 (Three) are Executive Directors including one Managing Director as on March 31, 2017.

a. Appointments/Resignations from the board of directors

During the year under review Mr. Ravi Chandra Adusumalli (DIN: 00253613) and Mr. Shailendra Jit Singh (DIN: 01930079) have resigned from the Directorship of the Company on May 27, 2016 and June 13, 2016, respectively. The Board of Directors placed on record its appreciation for the valuable services rendered by them during their tenure as directors and wishes them very best in all their future endeavours.

Mr. Pulak Chandan Prasad (DIN: 00003557) was appointed as an Additional Director (Non-

Independent & Non - Executive) on the Board with effect from October 26, 2016 to hold office up to the date of ensuing Annual General Meeting.

b. Directors Retiring by Rotation

In terms of Section 152 of the Companies Act, 2013, Mrs. Anita Mani (DIN 02698418) being director liable to retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment. The information as required to be disclosed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") in case of re-appointment of directors will be provided in the notice of ensuing Annual General Meeting.

c. Independent Directors

The Company has received declarations/ confirmations from each Independent Directors under section 149(7) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") confirming that they meet the criteria of independence as laid down in the Companies Act, 2013 and the Listing Regulations .

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

d. Appointments/Resignations of the Key Managerial Personnel

Mr. V. S. S. Mani (DIN:00202052), Managing Director and Chief Executive Officer; Mr. Ramani Iyer (DIN:00033559), Whole-time Director, Mr. V. Krishnan (DIN: 00034473), Whole-time Director, Mr. Ramkumar Krishnamachari, Chief Financial Officer, and Mr. Sachin Jain, Company Secretary of the Company are the key managerial personnel as per the provisions of the Companies Act, 2013 and rules made thereunder.

There is no change in the key managerial persons, during the year under review, except the Board of Directors on recommendation of Nomination and Remuneration Committee has reappointed Mr. V. S. S. Mani (DIN:00202052), as Managing Director and Chief Executive Officer of the Company and Mr. V. Krishnan

(DIN: 00034473), as Whole-time Director of the Company for a period of 5 years with effect from August 1, 2016 and the said appointments have been approved by the shareholders of the Company at the Annual General Meeting held on September 30, 2016.

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

5(Five) 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 for the financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have 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 have 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 have prepared the annual accounts on a going concern basis;
- (e) the Directors have 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 have 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 the 'Nomination and Remuneration Policy' in respect of appointment and remuneration of Directors, key managerial persons and senior managerial persons detailing the criteria for determining qualifications, positive attributes, independence of a Director and other matters. The policy is annexed as an '**Annexure - 3**' and forms part of this Report.

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

14. PERFORMANCE EVALUATION OF THE BOARD

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

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation of its own performance, the Individual 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
4.	Mr. V. S. S. Mani	Member

➤ Nomination and Remuneration Committee

1.	Mr. Malcolm Monteiro	Chairman
2.	Mr. Sanjay Bahadur	Member
3.	Mr. B. Anand	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 |
| 4. Mrs. Anita Mani | 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)

Your Company understands responsibility towards the society, community, employee and environment and positively contributed its share for betterment of society and environment. The Company was voluntarily into CSR activities before enactment of statutory requirement of CSR. The Company has broadly identified the sectors such as education, rural development, healthcare, environment and water conservation for its CSR activities. The Company believes in a meaningful contribution in CSR and in furtherance of its commitment to the CSR, a Trust in the name of Just Dial Foundation has been formed to carry out its CSR activities.

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

The Annual Report on CSR Activities in accordance with the Companies Corporate Social Responsibility Policy) Rules 2014, undertaken by the Company during the year is attached as an 'Annexure - 4' to this Report.

17. MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

18. CORPORATE GOVERNANCE

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

The Report on Corporate Governance as stipulated under Regulation 34(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is presented in a separate section and forming part of this Report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

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

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

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

20. STATEMENT ON RISK MANAGEMENT POLICY

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

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

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 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. 5 of 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. The Company has not entered into any transaction with related parties, which could attract the provision of section 188(1) of the Companies Act, 2013, hence requisite information in Form AOC-2 could not be provided.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The statement showing the disclosure of transactions with related parties, such as payment of directors remuneration, in Compliance with Applicable IND AS, the details of the same are provided in Note No. 27 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the board for approval.

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

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. In addition to above the Company has in place Internal Audit carried out by independent audit firm to continuously monitor adequacy and effectiveness of the internal control system in the Company and status of its compliance.

24. SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Equity Shares of the Company are listed on the BSE Limited (BSE), National Stock Exchange of India

Limited (NSE) and Metropolitan Stock Exchange of India Limited (MSEI). The Company has paid its Annual Listing Fees to the stock exchanges for the Financial Year 2017-2018.

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

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

25. AUDITORS

(a) Statutory Auditor

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

The Board of Directors of your Company has recommended to ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai, to hold the office as Statutory 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 the attention fetched in Clause (vii) (b) and (c) of the annexure to auditor's report in respect of disputed ESIC and Income tax dues which has been clarified in the note 30(C) to the Notes to Financial Statements. The comments in note 30(C) of the financial statements, which are self-explanatory and do not call for any further comments by the Board.

(b) Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014, the Company had appointed V. B. Kondalkar & Associates, Practising Company Secretary, to undertake Secretarial Audit for the financial year ended March 31, 2017 and same has been re-appointed as Secretarial Auditor for the financial year 2017-2018. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith and marked as an 'Annexure - 5' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

(c) Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Company had appointed M/s. Haribhakti & Co. LLP, Chartered Accountants to undertake Internal Audit for financial year ended March 31, 2017 and same has been re-appointed as Internal Auditor for the financial year 2017-2018.

26. MAJOR ACTIVITIES CARRIED OUT DURING THE YEAR:

- a) Demerger i.e. transfer and vesting of the Data & Information Undertaking of Just Dial Global Private Limited into Just Dial Limited as per the Scheme of Arrangement between Just Dial Limited and Just Dial Global Private Limited and their respective shareholders and creditors which has been approved by the Hon'ble NCLT on March 22, 2017.
- b) Alteration to the Main Object Clause of the Memorandum of Association of the Company by inserting Objects 9 to 14, as approved by the shareholders by way of postal ballot on June 1, 2016.
- c) Formulation of Just Dial Limited Employee Stock Option Scheme 2016 (ESOP 2016), as approved by the shareholders by way of postal ballot on January 6, 2017.

27. 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, 2017 till the date of Directors' Report, i.e. May 19, 2017.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

There were no other significant and material orders passed by the regulators/courts/tribunals, which may impact the going concern status and the Company's operations in future.

29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

- (a) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as an 'Annexure - 6'.
- (b) In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. In terms of Section 136, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining such particulars may write to the Company Secretary of the Company.
- (c) Neither the Managing Director nor whole-time Directors of the Company receive any remuneration or commission from its subsidiary.

30. 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, 2017 with the Company:

A. Unclaimed and Unpaid Dividend:

Sr. No.	Financial Year	Amount (₹)
1.	2013-14	21,442
2.	2014-15	46,790
	Total	68,232

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

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

31. 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:

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

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

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

(iii) The capital investment on energy conservation equipment:

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

(B) Technology Absorption

(i) The efforts made towards technology absorption:

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

(ii) The benefits derived :

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

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

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

(C) Foreign Exchange Earnings and Outgo

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

		Amount in ₹	
Sr. No.	Particulars	2016-17	2015-16
1.	Travelling and conveyance	1,72,519	8,19,681
2.	Internet and server charges	3,55,57,743	4,61,69,832
3.	Advertising and sales promotion	87,05,758	74,39,796
4.	Database and content charges	-	13,92,720
5.	Administrative Support Charges	1,30,61,309	1,27,54,284

Amount in ₹			
Sr. No.	Particulars	2016-17	2015-16
6.	Professional and Legal Expenses	3,97,271	67,62,590
Total		5,78,94,600	7,53,38,903

32. EXTRACT OF THE ANNUAL RETURN:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as on March 31, 2017 forms part of this report as an 'Annexure - 7'.

33. 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 Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules framed there under may be viewed at <https://www.justdial.com/cms/investor-relations/policies>.

34. BUSINESS RESPONSIBILITY REPORT

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated inclusion of Business Responsibility Report as part of the Annual Report for top 500 Listed entities based on the market capitalization, accordingly, a Business Responsibility Report is presented in a separate section and forming part of this Report.

35. 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 Regulations.

The Company has granted 613,176 options under ESOP schemes, during the year under review.

The Company has cancelled 61,091 lapsed options and out of which 5,000 options were re-issued to employees of the Company under ESOP Schemes.

The applicable disclosures as stipulated under the SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2017 (cumulative position) with regard to the Just Dial Private Limited Employee Stock Option Scheme, 2010, Just Dial Limited Employee Stock Option Scheme, 2013, Just Dial Limited Employee Stock Option Scheme, 2014 and Just Dial Limited Employee Stock Option Scheme, 2016 are disclosed on the Company's website which may be viewed at <https://www.justdial.com/cms/investor-relations/downloads>.

Except Just Dial Private Limited Employee Stock Option Scheme, 2010, all other schemes i.e. Just Dial Limited Employee Stock Option Scheme, 2013, Just Dial Limited Employee Stock Option Scheme, 2014 and Just Dial Limited Employee Stock Option Scheme, 2016 are in Compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. All the options granted under Just Dial Private Limited Employee Stock Option Scheme, 2010 have been exercised / lapsed. There were no material changes in aforesaid schemes, during the year under review.

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

36. 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 19, 2017

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)

Ramani Iyer
Whole-time Director
(DIN-00033559)

Annexure- 1

DIVIDEND DISTRIBUTION POLICY

1. Title :

This Policy shall be called "Dividend Distribution Policy"

2. Scope and Purpose :

The Securities Exchange Board of India (SEBI) on July 8, 2016 has notified the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 (Regulations). Vide these Regulations, SEBI has inserted Regulation 43A after Regulation 43 of SEBI (LODR) Regulations, 2015, which requires the Company to frame and adopt a Dividend Distribution Policy, which shall be disclosed in its Annual Report and on its website. Accordingly, this Dividend Distribution Policy has been adopted by the Company which endeavors for fairness, consistency and sustainability while distributing profits to the shareholders.

3. Applicability :

This Policy applies to all the Dividend (including Interim) to be declared on the paid up Equity Share Capital of the Company effective from October 26, 2016.

4. Guidelines :

The intent of the policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend, etc. The policy has been framed broadly in line with the provisions of the Companies Act and also taking into consideration, guidelines issued by SEBI and other guidelines, to the extent applicable.

This Policy provides the Guidelines based on the following parameters prescribed under the Notification:

(a) the circumstances under which the Equity shareholders may or may not expect dividend.

Dividends are earnings that companies pass on to their shareholders. There are a number of reasons to decide the amount to be distributed as dividends. There are also a number of reasons for the Company to retain earnings.

Company when growing rapidly usually would pay less dividends or do not pay dividend in an exceptional circumstances so as to invest as much as possible into further growth, expansion of activities or forecast of future operations. At a time when Board believes it will be prudent to increase its value (share price) by retaining its earnings; it will choose to pay less dividend or do not pay dividends and may utilize the money to finance a new project, acquire new assets, expansion, buyback its shares or even buy out another company.

Also, the choice to not pay or pay less dividend may depend upon tax perspective. At present, Dividends are taxable to certain category of investors at special rate. The capital gains on the sale of appreciated share can have a lower or nil long-term capital gains tax rate depending upon the period of holding of shares.

b) the financial parameters that shall be considered by the Board while recommending / declaring dividend;

The Company shall follows constant dividend payout. Special dividend may be considered in years of exceptionally good profit or on special occasion / anniversary.

Notwithstanding the above, subject to the provisions of the Companies Act, Dividend shall be declared or paid only out of-

- (i) Current financial year's profit:
 - i. after providing for depreciation in accordance with law,
 - ii. after considering the dividend distribution tax including surcharge if any,
 - iii. after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.

And/or

- (ii) The profits for any previous financial year(s):
 - i. after providing for depreciation in accordance with law

- ii. after considering the dividend tax including surcharge, if any;
- iii. remaining undistributed; or

The Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortisation or ESOP or resulting from change in accounting policies or accounting standards.

Other parameters the Company may consider are, it's Debt-Equity ratio, Return on Equity, Income Tax, Cash Flow/liquidity, future expansion and acquisition.

(c) internal and external factors that shall be considered for declaration of dividend;

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The Board of Directors will endeavor to take a decision with an objective to enhance shareholders wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors and hence, any optimal policy in this regard may be far from obvious.

The Dividend pay-out decision of the company would depend upon certain external and internal factors-

External Factors:-

Uncertainty - in case of uncertain or recessionary economic and business conditions, Board will endeavor to retain larger part of profits to build up reserves to absorb future shocks.

Volatility - when the Capital markets are favorable, dividend pay-out can be liberal. However, in case of unfavorable market conditions, Board may resort to a conservative dividend pay-out in order to conserve cash outflows.

Regulatory Restrictions - The Board will take in account the restrictions imposed by Companies Act with regard to declaration of dividend

Interest and inflation rate prevailing from time to time.

Internal Factors:-

Apart from the various external factors aforementioned, the Board will take into account various internal factors while declaring Dividend, which inter alia, will include-

- (i) Profits earned during the year;
- (ii) Present & future Capital requirements of the existing businesses;
- (iii) Brand / Business Acquisitions;
- (iv) Expansion / Modernization of existing businesses;
- (v) Additional investments in subsidiaries / associates of the Company;
- (vi) Fresh investments into external businesses;
- (vii) Any other factor as deemed fit by the Board.

(d) policy as to how the retained earnings shall be utilized:

The Company shall strive to utilize retained earnings at optimum level by investing in the business for expansion, acquisition, product development and at and give optimum return to the stakeholders.

The Board of Directors of the Company subject to the applicable provisions of the law may appropriate some or all of the company's retained earnings when it wants to restrict dividend distributions to shareholders.

Appropriations are usually done at the board's discretion with an exceptional circumstances, Board may contractually or statutorily require to do so.

5. Provisions / Parameters with regard to various classes of shares.

The Company is having only one class of paid up shares i.e. fully paid Equity Shares of the face value of ₹ 10/- each. Hence, the same is not applicable.

6. The Board of Directors shall review the policy periodically.

Annexure- 2

Form AOC-1

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

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

Part "A": Subsidiaries

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

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Just Dial Inc. Delaware, United States of America	JD International Pte Limited, Singapore.
2.	The date since when subsidiary was acquired	October 1, 2014	September 10, 2015
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-
4.	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 = ₹ 64.8386	Singapore Dollars. Ex rate: 1 SD = ₹ 46.418
5.	Share capital	3,14,46,721	4,642
6.	Reserves & surplus	(2,52,97,712)	(4,53,365)
7.	Total assets	88,00,219	1,82,330
8.	Total Liabilities	88,00,219	1,82,330
9.	Investments	0	0
10.	Turnover	1,29,66,474	0
11.	Profit before taxation	6,07,027	(1,70,416)
12.	Provision for taxation	14,491	0
13.	Profit after taxation	5,92,535	(1,70,416)
14.	Proposed Dividend	0	0
15.	Extent of Shareholding (in percentage)	100%	100%

* Exchange rate for the Profit & Loss items is considered on average rate of foreign exchange, during the financial year.

Notes:

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

Part "B": Associates and Joint Ventures

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

For and on behalf of the Board of Directors of

V. S. S. Mani

Managing Director and
Chief Executive Officer
(DIN: 00202052)

Ramani Iyer

Whole Time Director
(DIN: 00033559)

Ramkumar Krishnamachari

Chief Financial Officer

Sachin Jain

Company Secretary

Place: Mumbai

Date: May 19, 2017

Annexure- 3

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

Just Dial Limited

Nomination and Remuneration Policy

1. Introduction:

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

2. Objective and purpose of the Policy:

The objective and purpose of this policy are:

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

3. Definitions:

- i) Board means Board of Directors of the Company.

- ii) Directors mean Directors of the Company.
- iii) Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- iv) Company means Just Dial Limited.
- v) Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
- vi) Key Managerial Personnel (KMP) means:
 - a) Managing Director;
 - b) Whole-time Director;
 - c) Chief Financial Officer;
 - d) Company Secretary;
 - e) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- 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.

4. Applicability

The Policy Shall be applicable to:

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

5. General Provisions

This Policy is divided in three parts:

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

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

PART – A

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

The Committee shall:

- i) Formulate the criteria for determining qualifications, positive attributes and independence of a director. The Committee may consider following criteria for the same:
 - a) Possess fundamental qualities of intelligence, perceptiveness, good judgment, maturity, high ethics and standards, integrity and fairness.
 - b) Have a genuine interest in the Company and recognition that, as a member of the Board, one is accountable to the shareholders of the Company, not to any particular interest group.
 - c) Have, as a general rule, a background that includes broad business experience or demonstrates an understanding of business and financial affairs and the complexities of a large, multifaceted, global business organization.
 - d) Have no irreconcilable conflict of interest or legal impediment which would interfere with the duty of loyalty owed to the Company and its shareholders.
 - e) Have the ability and be willing to spend the time required to function effectively as an Independent Director.
 - f) Have independent opinions and be willing to state them in a constructive manner.
 - g) The Independent Directors, apart from the Directors remuneration, do not have any material pecuniary relationship of transactions with the Company, its promoter, its director, its senior management or its holding company, its subsidiary and associate companies which may affect his/her independence as an Independent Director and have not had any pecuniary relationships with the Company, its holding company, subsidiary and associate companies, or its promoters or directors during the current financial year and immediately preceding two financial years;
 - h) None of relatives of the Independent Directors, had, or have, any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate companies, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or ₹ 50 lacs 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

organization that: (a) receives 25% or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company; or (b) holds 2% or more of the total voting power of the Company.

- n) The Independent Directors should not be a material supplier, service provider or a customer or a lessor or lessee of the Company, which may affect his/her independence as a Director;
- ii) Identify persons who are qualified to become Director. The Committee may consider following criteria for the same:
 - a) Directors will be selected on the basis of talent and experience without regard to race, religion, sex or national origin. The Company seeks a Board with a diversity of background among its members and a Board that will possess certain core competencies.
 - b) Directors will be leaders in their field, have broad experience, show familiarity with national and international issues, possess sound business judgment, and have other attributes that will enhance shareholder value.
 - c) Possess fundamental qualities of intelligence, perceptiveness, good judgment, maturity, high ethics and standards, integrity and fairness.
 - d) Have a genuine interest in the Company and recognition that, as a member of the Board, one is accountable to the shareholders of the Company, not to any particular interest group.
 - e) Have no irreconcilable conflict of interest or legal impediment which would interfere with the duty of loyalty owed to the Company and its shareholders.
 - f) Have the ability and be willing to spend the time required to function effectively as a Director.
- iii) Identify persons who may be appointed in Key Managerial and Senior Managerial Persons.

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

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

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

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

PART - B

Policy for Appointment and Removal of Director, Kmp and Senior Managerial Persons

I. Appointment criteria and qualifications:

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

II Term / Tenure:

1. Managing Director/Whole-time Director:

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

2. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the

Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

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

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

3. Evaluation:

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

4. Removal:

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

The Committee will time to time discuss and review with Managing Director, Whole-

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

5. Retirement:

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

PART - C

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

1. General:

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

thereto. The Board should make changes in its compensation practices only upon the recommendation of the Committee.

V. The Committee will consider following components in remuneration of Director, Key Managerial Persons and Senior Managerial Persons:

- a. Fixed Pay: The Managing Director, Whole-time Director, Key Managerial Persons and Senior Managerial Persons shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b. Commission of net Profit to Directors, to the extent permissible under Companies Act, 2013, Rules and Regulation, as amended from time to time, Articles of association and approved by the Shareholders of the Company.
- c. Sitting fees for attending board and its committee meetings by Non-Executive and Independent Directors to the extent permissible under Companies Act, 2013, Rules and Regulation, as amended from time to time, Articles of Association and approved by the Shareholders of the Company.
- d. Incentives to Managing Director, Whole-time Director Key Managerial Persons and Senior Managerial Persons, based on the performance of the Company as well individual performance.
- e. Stock options to Key Managerial Persons and Senior Managerial Persons. Independent Directors shall not be entitled to any stock option of the Company.

- f. Any other Benefits such as company car, company health care facility, telephone, company housing as may be.

VI. The Committee may review existing Remuneration of Directors, Key Managerial Persons and Senior Managerial Persons. Increments or revision to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of the Directors of the Company.

VII. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

VIII. Provisions for excess remuneration:

If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, he / she shall hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

IX. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Annexure- 4

The Annual Report on CSR activities of the Company

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

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

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

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

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

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

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

Particulars	Amount (₹)
PBT for 2013-2014	1,64,85,55,951
PBT for 2014-2015	1,90,54,15,231
PBT for 2015-2016	1,97,93,00,392
Average PBT for three years	1,84,44,23,858

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) - ₹ 3,68,88,477/-.

5. Details of CSR spent during the financial year:

- a. Total amount to be spent for the financial year : ₹ 3,68,88,477/-
- b. Amount unspent, if any; : ₹ 2,97,88,477/-
- c. Manner in which the amount spent during the financial year is detailed below.

Amount in ₹

1	2	3	4	5	6	7	8
Sl. No.	CSR Project or activity Identified	Sector in which the Project is covered	Projects or programs 1) Local area or other (2) Specify the State and district projects or programs was undertaken	Amount outlay (budget) Project or Programs wise	Amount spent on the Project or programs Sub-heads: (1) Direct expenditure on projects or programs- (2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency
1	Education and development of underprivileged children.	Education	Local Maharashtra, Mumbai	48,00,000 p.a.	48,00,000	1,44,00,000	Through Sri Sri Ravishankar Vidya Mandir, Mumbai
2	Education and development of underprivileged children.	Education	Local Maharashtra, Mumbai	2,00,000	2,00,000	2,00,000	Through Prime Education Health Learning Service
3	Water Conservation project in drought affected area.	Water Conservation	Local Maharashtra, Mumbai	21,00,000	21,00,000	21,00,000	Through International Association for Human Values

6. The Company has spent a considerable amount on CSR activities, however, the detailed reason in respect of unspent amount are given herein below:
- The Company was voluntarily into CSR activities before enactment of statutory requirement of CSR. The Company has broadly identified the sectors such as education, rural development, healthcare, environment and water conservation for its CSR activities. The Company has adopted a school at Dharavi, Mumbai for education of the underprivileged children. However, by spending small amounts in different projects may not provide the desired results, hence the Company could not spent its entire CSR obligations. The Company is in process of identifying good capital intensive projects which could be able to absorb the entire CSR obligations of the Company and also create meaningful impact in the society.
 - There are also certain philanthropic/CSR activities/initiatives undertaken by the Company for the substantial well-being of the people in the community, which are not getting covered under the above CSR report due to the specified requirements of selection of projects and agencies under the applicable Rules.
 - The Company believes in a meaningful contribution in CSR and in furtherance of its commitment to the CSR, a Trust in the name of Just Dial Foundation has been formed and the Company in consultation with the CSR committee will carry out its CSR activities through Just Dial Foundation.
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.

Place: Mumbai
Date: May 19, 2017

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

B. Anand
Chairman - CSR Committee
(DIN-02792009)

Annexure- 5

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017

[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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 (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, 2017 according to the provisions of:

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

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

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

I further report that:

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

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

All the decisions at the meetings of the Board of Directors of the Company and committee Meetings are

carried through on the basis of Majority. There were no dissenting views by any member of the Board or Committee thereof during the Audit Period.

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

I further report that during the audit period, the company has:

- (a) Issued and allotted 64,841 Equity Shares as per the Just Dial Employee Stock Options Scheme, 2010, 2013 and 2014.
- (b) Demerger i.e. transfer and vesting of the Data & Information Undertaking of Just Dial Global Private Limited into Just Dial Limited as per the Scheme of Arrangement between Just Dial Limited and Just Dial Global Private Limited and their respective shareholders and creditors which has been approved by the Hon'ble NCLT on March 22, 2017.
- (c) Alteration to the Main Object Clause of the Memorandum of Association of the Company by inserting Objects 9 to 14, as approved by the shareholders by way of postal ballot on June 1, 2016.
- (d) Formulation of Just Dial Limited Employee Stock Option Scheme 2016 (ESOP 2016), as approved by the shareholders by way of postal ballot on January 6, 2017.

For V. B. Kondalkar & Associates
Company Secretaries

Vijay Kondalkar

Proprietor
ACS – 15697, CP - 4597

Place : Mumbai
Date : May 19, 2017

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

Annexure- A

To,
The Members,
Just Dial Limited

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

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

For V. B. Kondalkar & Associates
Company Secretaries

Vijay Kondalkar
Proprietor
ACS - 15697, CP - 4597

Place : Mumbai
Date : May 19, 2017

Annexure- 6

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

- (i) **The Ratio of the Remuneration of each Director to the median employee's remuneration, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Director	Remuneration of Director/KMP (₹ in Mn)	% increase in remuneration on FY 2016-17	Remuneration of each Director/ to median Remuneration of employee
Executive Directors			
Mr. V. S. S. Mani	16.56	-5.79%	51.25
Mr. Ramani Iyer	16.53	4.07%	51.15
Mr. V. Krishnan	17.87	11.72%	55.32
Non-Executive and Independent Directors			
Mr. B. Anand	0.70	0.00	2.17
Mr. Sanjay Bahadur	0.70	0.00	2.17
Mr. Malcolm Monteiro	0.70	0.00	2.17
Chief Financial Officer			
Mr. Ramkumar Krishnamachari*	11.89	16.60%	
Company Secretary			
Mr. Sachin Jain*	4.48	10.00%	-

* The Remuneration is 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 ₹ 3,23,122/-. In the financial year, there was an increase of 12.16% in the median remuneration of employees;

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

As on March 31, 2017, the Company has 11,334 permanent employees on its rolls.

- (iv) **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 was 9.37% whereas the increase in the managerial remuneration for the same financial year was 5.65%.

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

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

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

Ramani Iyer
Whole-time Director
(DIN-00033559)

Place: Mumbai
Date: May 19, 2017

Annexure- 7

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

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

I Registration and other details:

Sr. No.	Registration and Other Details	
1.	CIN	L74140MH1993PLC150054
2.	Registration Date	20-12-1993
3.	Name of the Company	Just Dial Limited
4.	Category of the Company	Company limited by shares
5.	Sub-Category of the Company	Indian Non-Government Company
6.	Address of the Registered office	Palm Court Bldg M, 501/B, 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)
2.	JD International Pte. Ltd 16, Raffles Quay, #33- 03, Hong Leong Building, Singapore (048581).	Foreign Company	Subsidiary	100%	2 (87)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on March 31, 2016]				No. of Shares held at the end of the year[As on March 31, 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2,23,76,903	0	2,23,76,903	32.21	2,28,65,895	0	2,28,65,895	32.88	0.67
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1): -	2,23,76,903	0	2,23,76,903	32.21	2,28,65,895	0	2,28,65,895	32.88	0.67
a) NRIs- Individual	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2): -	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)	2,23,76,903	0	2,23,76,903	32.21	2,28,65,895	0	2,28,65,895	32.88	0.67
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	8,85,569	0	8,85,569	1.27	0	0	0	0.00	(1.27)
b) Banks / FI	19,394	0	19,394	0.03	52,056	0	52,056	0.07	0.04
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	2,71,37,836	0	2,71,37,836	39.06	2,59,81,312	0	2,59,81,312	37.36	(1.70)
h) Foreign Venture Capital Funds	29,11,148	0	29,11,148	4.19	27,84,148	0	27,84,148	4.00	(0.19)
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	3,09,53,947	0	3,09,53,947	44.55	2,88,17,516	0	2,88,17,516	41.44	(3.11)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	8,05,030	0	8,05,030	1.16	15,20,963	0	15,20,963	2.19	1.03
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lac	27,31,719	3,305	27,35,024	3.94	35,74,101	3,197	35,77,298	5.14	1.20
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	12,79,107	16,800	12,95,907	1.87	15,85,798	0	15,85,798	2.28	0.41
c) Others (specify)	-								
Non Resident Indians	2,38,115	0	2,38,115	0.34	1,43,737	0	1,43,737	0.21	(0.13)
Non Resident Indians Non Repatriable	0	0	0	0.00	1,29,969	0	1,29,969	0.19	0.19
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	12,87,220	0	12,87,220	1.85	6,60,537	0	6,60,537	0.95	(0.90)
Trusts	310	0	310	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	97,81,155	0	97,81,155	14.08	1,02,36,739	0	1,02,36,739	14.72	0.64
Sub-total (B)(2):-	1,61,22,656	20,105	1,61,42,761	23.24	1,78,51,844	3,197	1,78,55,041	25.68	2.44
Total Public Shareholding (B)=(B)(1)+(B)(2)	4,70,76,603	20,105	4,70,96,708	67.79	4,66,69,360	3,197	4,66,72,557	67.12	(0.67)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	6,94,53,506	20,105	6,94,73,611	100	6,95,35,255	3,197	6,95,38,452	100	0.00

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)	1,89,42,102	27.27	Nil	1,96,46,007	28.25	Nil	0.98
2.	V. Krishnan	10,45,843	1.51	0.27	9,35,930	1.35	0.55	(0.16)
3.	Ramani Iyer	11,95,232	1.72	Nil	10,90,232	1.57	Nil	(0.15)
4.	Venkatachalam Sthanu Subramani (V. S. S. Mani) jointly with V. Krishnan	5,73,238	0.83	Nil	5,73,238	0.82	Nil	0.00
5.	Anita Mani	6,20,488	0.89	Nil	6,20,488	0.89	Nil	0.00
	Total	2,23,76,903	32.21	0.27	2,28,65,895	32.88	0.55	0.67

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2,23,76,903	32.21	2,23,76,903	32.21
	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.	V. Krishnan 20-06-2016 – Sale	(5,000)	(0.01)	2,23,71,903	32.20
2.	Ramani Iyer 27-06-2016 – Sale	(30,000)	(0.04)	2,23,41,903	32.16
3.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 25-08-2016 – Buy	3,20,000	0.46	2,26,61,903	32.61
4.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 26-08-2016 – Buy	1,69,597	0.24	2,28,31,500	32.85
5.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 29-08-2016 – Buy	1,380	0.00	2,28,32,880	32.85
6.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 31-08-2016 – Buy	12,000	0.02	2,28,44,880	32.87
7.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 02-09-2016 – Buy	928	0.00	2,28,45,808	32.87
8.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 29-09-2016 – Buy	1,80,000	0.26	2,30,25,808	33.13
9.	V. Krishnan 29-09-2016 – Sale	(3,700)	(0.01)	2,30,22,108	33.12
10.	Venkatachalam Sthanu Subramani (V. S. S. Mani) 30-09-2016 – Buy	20,000	0.03	2,30,42,108	33.15
11.	V. Krishnan 22-11-2016 – Sale	(25,000)	(0.04)	2,30,17,108	33.12
12.	V. Krishnan 23-11-2016 – Sale	(27,000)	(0.04)	2,29,90,108	33.08
13.	V. Krishnan 25-11-2016 – Sale	(6,513)	(0.01)	2,29,83,595	33.07
14.	V. Krishnan 30-11-2016 – Sale	(42,700)	(0.06)	2,29,40,895	33.01
15.	Ramani Iyer 07-03-2017 – Sale	(75,000)	(0.11)	2,28,65,895	32.88
	At the End of the year	2,28,65,895	32.88	2,28,65,895	32.88

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.	Nalanda India Equity Fund Limited				
	At the beginning of the year	70,20,323	10.11	70,20,323	10.11
	NO CHANGES DURING THE YEAR				
	At the End of the year	70,20,323	10.10	70,20,323	10.10
2.	SAIF II Mauritius Company Limited				
	At the beginning of the year	50,00,188	7.20	50,00,188	7.20
	08-04-2016 - Buy	9,67,320	1.39	59,67,508	8.59
	At the End of the year	59,67,508	8.58	59,67,508	8.58
3.	Matthews Pacific Tiger Fund				
	At the beginning of the year	6,75,000	0.97	6,75,000	0.97
	15-04-2016 - Buy	54,823	0.08	7,29,823	1.05
	13-05-2016 - Buy	3,52,407	0.51	10,82,230	1.56
	20-05-2016 - Buy	6,69,942	0.96	17,52,172	2.52
	27-05-2016 - Buy	13,05,546	1.88	30,57,718	4.40
	07-10-2016 - Buy	5,00,000	0.72	35,57,718	5.12
	At the End of the year	35,57,718	5.12	35,57,718	5.12
4.	SCI Growth Investments II				
	At the beginning of the year	29,11,158	4.19	29,11,158	4.19
	NO CHANGES DURING THE YEAR				
	At the End of the year	29,11,158	4.19	29,11,158	4.19
5.	Sequoia Capital India Growth Investment Holdings I				
	At the beginning of the year	29,11,148	4.19	29,11,148	4.19
	31-03-2017 - Sale	(1,27,000)	(0.18)	27,84,148	4.00
	At the End of the year	27,84,148	4.00	27,84,148	4.00
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd				
	At the beginning of the year	8,13,505	1.17	8,13,505	1.17
	15-04-2016 - Buy	4,95,725	0.71	13,09,230	1.88
	22-04-2016 - Buy	770	0.00	13,10,000	1.89
	27-05-2016 - Buy	2,20,000	0.32	15,30,000	2.20
	03-06-2016 - Buy	3,20,000	0.46	18,50,000	2.66
	21-10-2016 - Buy	6,00,000	0.86	24,50,000	3.52
	At the End of the year	24,50,000	3.52	24,50,000	3.52
7.	Parvest Equity India				
	At the beginning of the year	19,05,767	2.74	1,90,5767	2.74
	22-04-2016 - Buy	48,358	0.07	19,54,125	2.81
	29-04-2016 - Buy	64,642	0.09	20,18,767	2.91
	12-08-2016 - Sale	(1,85,000)	(0.27)	18,33,767	2.64
	18-11-2016 - Sale	(50,000)	(0.07)	17,83,767	2.57
	17-03-2017 - Sale	(1,18,767)	(0.17)	16,65,000	2.39
	24-03-2017 - Sale	(2,33,500)	(0.34)	14,31,500	2.06
	At the End of the year	14,31,500	2.06	14,31,500	2.06
8.	Sequoia Capital India Investments III				
	At the beginning of the year	13,58,073	1.95	13,58,073	1.95
	NO CHANGES DURING THE YEAR				
	At the End of the year	13,58,073	1.95	13,58,073	1.95

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	Amansa Holdings Private Limited				
	At the beginning of the year	29,35,553	4.23	29,35,553	4.23
	08-04-2016 - Sale	(1,73,531)	(0.25)	27,62,022	3.98
	13-05-2016 - Sale	(1,85,851)	(0.27)	25,76,171	3.71
	20-05-2016 - Sale	(47,500)	(0.07)	25,28,671	3.64
	27-05-2016 - Sale	(10,14,698)	(1.46)	15,13,973	2.18
	10-06-2016 - Sale	(2,51,351)	(0.36)	12,62,622	1.82
	24-06-2016 - Sale	(1,94,393)	(0.28)	10,68,229	1.54
	19-08-2016 - Buy	11,87,250	1.71	22,55,479	3.25
	26-08-2016 - Sale	(3,77,046)	(0.54)	18,78,433	2.70
	09-09-2016 - Sale	(8,09,250)	(1.16)	10,69,183	1.54
	16-09-2016 - Sale	(10,69,183)	(1.54)	0	0.00
	24-02-2017 - Buy	8,73,340	1.26	8,73,340	1.26
	03-03-2017 - Buy	4,59,007	0.66	13,32,347	1.92
	At the End of the year	13,32,347	1.92	13,32,347	1.92
10.	Class D Series of GEF-PS, LP				
	At the beginning of the year	0	0.00	0	0.00
	17-02-2017 - Buy	4,81,000	0.69	4,81,000	0.69
	24-02-2017 - Buy	6,16,584	0.89	10,97,584	1.58
	03-03-2017 - Buy	3,42,130	0.49	14,39,714	2.07
	10-03-2017 - Buy	3,26,315	0.47	17,66,029	2.54
	24-03-2017 - Sale	(3,52,965)	(0.51)	14,13,064	2.03
	31-03-2017 - Sale	(1,69,268)	(0.24)	12,43,796	1.79
	At the End of the year	12,43,796	1.79	12,43,796	1.79

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Directors					
1	VenkatachalamSthanu Subramani (V. S. S. Mani)				
	At the beginning of the year*	1,95,15,340	28.09	1,95,15,340	28.09
	25-08-2016 - Buy	3,20,000	0.46	1,98,35,340	28.54
	26-08-2016 - Buy	1,69,597	0.24	2,00,04,937	28.78
	29-08-2016 - Buy	1,380	0.00	20,00,63,17	28.78
	31-08-2016 - Buy	12,000	0.02	2,00,18,317	28.80
	02-09-2016 - Buy	928	0.00	2,00,19,245	28.80
	29-09-2016 - Buy	1,80,000	0.26	2,01,99,245	29.06
	30-09-2016 - Buy	20,000	0.03	2,02,19,245	29.09
	At the End of the year	2,02,19,245	29.08	2,02,19,245	29.08

* 573238 Equity Shares jointly held with Mr. V. Krishnan

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
2	V. Krishnan				
	At the beginning of the year	10,45,843	1.51	10,45,843	1.51
	20-06-2016 – Sale	(5,000)	(0.01)	10,40,843	1.50
	29-09-2016 – Sale	(3,700)	(0.01)	10,37,143	1.49
	22-11-2016 – Sale	(25,000)	(0.04)	10,12,143	1.46
	23-11-2016 – Sale	(27,000)	(0.04)	9,85,143	1.42
	25-11-2016 – Sale	(6,513)	(0.01)	9,78,630	1.41
	30-11-2016 – Sale	(42,700)	(0.06)	9,35,930	1.35
	At the End of the year	9,35,930	1.35	9,35,930	1.35
3	Ramani Iyer				
	At the beginning of the year	11,95,232	1.72	11,95,232	1.72
	27-06-2016 – Sale	(30,000)	(0.04)	11,65,232	1.68
	07-03-2017 – Sale	(75,000)	(0.11)	10,90,232	1.57
	At the End of the year	10,90,232	1.57	10,90,232	1.57
4	Anita Mani				
	At the beginning of the year	6,20,488	0.89	6,20,488	0.89
	NO CHANGES DURING THE YEAR				
	At the End of the year	6,20,488	0.89	6,20,488	0.89
5	B. Anand				
	At the beginning of the year	0	0.00	0	0.00
	NO CHANGES DURING THE YEAR				
	At the End of the year	0	0.00	0	0.00
6	Sanjay Bahadur				
	At the beginning of the year	7,500	0.01	7,500	0.01
	NO CHANGES DURING THE YEAR				
	At the End of the year	7,500	0.01	7,500	0.01
7	Malcolm Monteiro				
	At the beginning of the year	0	0.00	0	0.00
	NO CHANGES DURING THE YEAR				
	At the End of the year	0	0.00	0	0.00
8	Pulak Chandan Prasad				
	At the beginning of the year	0	0.00	0	0.00
	NO CHANGES DURING THE YEAR				
	At the End of the year	0	0.00	0	0.00
Key Managerial Personnel					
1.	Ramkumar Krishnamachari				
	At the beginning of the year	33,556	0.05	33,556	0.05
	16-08-2016 – ESOP Allotment	1,654	0.00	35,210	0.05
	30-01-2017 – Sale	(5,178)	(0.01)	30,032	0.04
	31-01-2017 – Sale	(5,000)	(0.01)	25,032	0.04
	At the End of the year	25,032	0.04	25,032	0.04
2.	Sachin Jain				
	At the beginning of the year	4,181	0.01	4,181	0.01
	27-01-2017 – ESOP Allotment	379	0.00	4,560	0.01
	At the End of the year	4,560	0.01	4,560	0.01

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

V INDEBTEDNESS – NOT APPLICABLE

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

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

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Amount in ₹

Sr. No.	Particulars of Remuneration	Managing Director and Chief Executive Officer	Whole Time Director	Whole Time Director	Total Amount
		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	1,05,00,000	86,61,000	86,61,000	2,78,22,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	17,24,720	-	17,24,720
	(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...	60,36,453	28,12,135	75,03,105	1,63,51,693
5.	Others, please specify	25,000	25,000	25,000	75,000
	Total (A)	1,65,61,453	1,32,22,855	1,61,89,105	4,59,73,413
	Ceiling as per the Act	₹ 1,564.83 lacs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)			

B. Remuneration to other Directors:

Amount in ₹

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		B.Anand	Sanjay Bahadur	Malcom Monterio	
1.	Independent Directors				
	Fee for attending board / committee meetings	4,30,000	3,20,000	4,70,000	12,20,000
	Commission	7,00,000	7,00,000	7,00,000	21,00,000
	Others, please specify (Remuneration)	-	-	-	-
	Total (1)	11,30,000	10,20,000	11,70,000	33,20,000
2.	Other Non-Executive Directors	Anita Mani	Pulak Chandan Prasad		
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	11,30,000	10,20,000	11,70,000	33,20,000
	Total Managerial Remuneration (A+B)				4,92,93,413
	Overall Ceiling as per the Act	₹ 1,721.31 lacs (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)			

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

Amount in ₹

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total amount
		CEO*	Company Secretary	CFO	
	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	41,65,968	1,13,47,231	1,55,13,199
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	95,521	95,521
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-
	Stock Option	-	92,353	7,70,226	8,62,579
	Sweat Equity	-	-	-	-
	Commission - as % of profit Others, specify...	-	-	-	-
	Others, please specify	-	-	-	-
	Total	-	42,58,321	1,22,12,978	1,64,71,299
	• As disclosed under Clause VI A above.				

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE

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

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)

Ramani Iyer
Whole-time Director
(DIN-00033559)

Place: Mumbai
Date: May 19, 2017

Business Responsibility Report

About this report

Our Business Responsibility Report includes our responses to questions on our practices and performance on key principles defined by Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, covering topics across environment, governance, and stakeholder relationships.

About Just Dial Limited

Just Dial Limited is a leading local search engine offering information services to enable several SMEs to grow their businesses and have empowered users with accessibility and availability of multiple products and services at the comfort of a click. Today, we have evolved as the only Company enabling 'search' plus 'transact' services across multiple categories and platforms. The Company provides all its services through its website www.justdial.com or by dialing ten digit Mobile Number 8888888888 and Land Line No. 6999 9999 or Mobile site t.justdial.com or apps.

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company	L74140MH1993PLC150054
2. Name of the Company	Just Dial Limited
3. Registered Address	Palm Court Building M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad (West), Mumbai – 400 064.
4. Website	www.justdial.com
5. E-mail	investors@justdial.com
6. Financial Year Reported	2016-17
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Other Information Service Activity n.e.c NIC Code – 63999
8. List three key products/services that the Company manufactures/ provides (as in balance sheet)	1. Listings of businesses, products and services. 2. Search Service of businesses, products and services. 3. Advertisements on the Company platform.
9. Total no. of locations where business activity is undertaken by the Company: (a) Number of International Locations: (b) Number of National Locations:	(a) NA (b) The Company has business establishments at 11 cities, from where the Company carries out its business activity throughout India.
10. Markets served by the Company-Local/ State/National/International	National

Section B: Financial details of the Company

1. Paid up Capital (₹ In Lacs):	6,953.85
2. Total Turn Over (₹ In Lacs):	71,861.00
3. Total profit after taxes (₹ In Lacs):	12,134.20
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 71 lac (0.59% of Profit after Tax) has been spent on CSR Activities and the Company intends to spend 2% of the average net profits of the Company for last three financial years through its own CSR Trust, namely Just Dial Foundation, which has been set up recently.
5. List of activities in which expenditure in 4 above has been incurred	Just Dial Ltd. has focussed its CSR initiatives in the field of education, Water conservation project in drought area during the year. For detailed information relating to list of activities in which expenditure in 4 above has been incurred, please refer the Annual Report on CSR Activities annexed as Annexure 4 to the Directors' Report.

Section C: Other Details

1. Does the Company has any Subsidiary Company/ Companies	Yes, The Company has 2 subsidiaries namely Just Dial Inc. USA and JD International Pte Ltd, Singapore.
2. Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	There is no direct participation.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30%-60%, More than 60%]	No

Section D: BR Information**1. Details of Director/Directors responsible for BR****(a) Details of the Director/Director responsible for implementation of the BR policy/policies**

DIN	Name of Director	Designation
00202052	Mr. V.S.S. Mani	Managing Director & CEO
00033559	Mr. Ramani Iyer	Whole-time Director
00034473	Mr. V. Krishnan	Whole-time Director

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number (If applicable)	NA
2	Name	Ramkumar Krishnamachari
3	Designation	Chief Financial Officer
4	Telephone no.	022 - 28884060
5	e-mail id	ram@justdial.com

2. Principle-wise (as per NVGs) BR Policy/Policies

In conformance to the requirements of clause (f) of sub-regulation 2 of regulation 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015, this report is align with the nine principles of the National Voluntary Guidelines on social, environmental and economic responsibilities of business (NVG-SEE) notified by the Ministry of Corporate Affairs, Government of India. The report involves disclosure on the following nine principles as per NVG-SEE framework:

Principle 1 Businesses should conduct and govern with Ethics, Transparency and Accountability.	Principle 2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.	Principle 3 Businesses should promote the well being of all employees.
Principle 4 Businesses should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.	Principle 5 Businesses should respect and promote human rights.	Principle 6 Businesses should respect, protect and make efforts to restore the environment.
Principle 7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.	Principle 8 Businesses should support inclusive growth and equitable development.	Principle 9 Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of Compliance (Reply in Y/N)

S.No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	N	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)	Just Dial's policies are in line with respective principles of National Voluntary Guidelines on Social, Environmental and Economical Responsibilities of Business as issued by Ministry of Corporate Affairs, Government of India, in July 2011.								
4	Has the policy being approved by the Board? If yes, has it been signed by the MD/owner/CEO/ appropriate Board Director?	All the policies are approved by the Board/Management Committee. All the policies are signed by the Managing Director of the Company.								
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	NA	Y	Y
6	Indicate the link for the policy to be viewed online?	https://www.justdial.com/cms/investor-relations/code-of-conduct and https://www.justdial.com/cms/investor-relations/policies								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to employees through the Intranet and external stakeholders through the Company's website (www.justdial.com)								
8	Does the Company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	NA	Y	Y
9	Does the Company has a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	NA	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by internal or external agency?	The implementation of the policies of the Company is reviewed by the Internal Audit function of the Company.								

(b) The Company is not engaged in Business Activity which influences the public and regulatory policies, hence, the Company is not required to prepare any policy pertaining to Principle 7.

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The Management is entrusted with the task of assessing the BR performance of the Company on quarterly basis.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

This is the first year (FY 2016-17) that the Company has been publishing its BR Report and forms part of the Annual Report. The same can be accessed at <https://www.justdial.com/cms/investor-relations/annual-report>

Section E: Principle-wise Performance	
Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability	
1.	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?
Our policies are related to the ethics bribery and corruption covers to Just Dial and its all stake holders.	
2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.
The Company being in service industry does receive customer queries/feedback which are duly attended to & addressed to satisfaction. However, in respect of investors complaints refer investor's complaint section in the Annual Report.	

Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1.	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	The nature of the businesses of the Company has limited impact on environmental though the Company has identifying ways to optimise resource consumption in its operations. To ensure optimal resource consumption, we have incorporated environment friendly installations such as energy efficient equipment etc. In respect of opportunities of the services of the Company, the services offered by the Company are very much helpful to the society at large at the time of emergencies.
2.	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional): a. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain? b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?	NA
3.	Does the Company have procedures in place for sustainable sourcing (including transportation)? a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Just Dial, being in the business of information service activity does not require much material input. However, as a responsible corporate citizen of the Company endeavours to reduce the environmental impact of its operations.
4.	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? a. If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	The Company gives preference for procurement of the goods and services from the local Small and medium enterprises which are listed with the Company. The Company provides platform to local and small vendors to improve their business by connecting them with the customers.
5.	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	The Company is in services industry, hence recycling of the products is not applicable for the company's services. However, the Company has procedures in place to dispose off e-waste through authorised e-waste vendor.

Principle 3: Businesses should promote the well being of all employees

1.	Please indicate the Total number of employees.	11,334
2.	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	NIL
3.	Please indicate the Number of permanent women employees.	3,654
4.	Please indicate the Number of permanent employees with disabilities	2
5.	Do you have an employee association that is recognized by management.	No
6.	What percentage of your permanent employees is members of this recognized employee association?	NA
7.	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	The Company does not engage in any form of child labour / forced labour/ involuntary labour and does not adopt any discriminatory employment practices. The Company has a policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination.

8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	The company has institutionalized learning and development processes to create right proficiencies across levels and help employees progress in their career. The learning and development needs are recognized through various processes which include Company's vision and mission, competency frameworks and training needs identified through performance management system. Safety of employees is of utmost importance to the Company and in this regard mock drills are conducted in addition to periodic communication and alerts that are sent to employees on safety related aspects.
(a)	Permanent Employees	100%
(b)	Permanent Women Employees	100%
(c)	Casual/ Temporary/ Contractual Employees	NA
(d)	Employees with Disabilities	100%

Principle 4: Businesses should promote the well being of all employees

1.	Has the company mapped its internal and external stakeholders? Yes/No	Yes
2.	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.	Yes
3.	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Just Dial carries out continuous interaction and engagement with all Internal & External stakeholders including the disadvantaged, vulnerable and marginalized stakeholders by way of user feedback mechanism, customer support mechanisms, HR policies, CSR initiatives, shareholder's grievance mechanisms etc.

Principle 5: Businesses should respect and promote human rights

1.	Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	Our Policies are related to the human resources covers to Just Dial and its all stake holders.
2.	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The Company has not received any complaint in respect of human rights.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

1.	Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures / Suppliers/ Contractors/ NGOs/ Others.	The nature of the businesses of the Company has limited impact on environment; however, the Company complies with applicable environmental regulation in respect of premises and operation.
2.	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	The Company has a goal to reduce our energy consumption and therefore has taken various initiatives in this regard such as replacement of convention lights to LED lights in the offices across all the locations, efficient uses of Air conditioners, automatic servers and desktop shut down to reduce the energy consumption, e-wastage disposal mechanism, efficient use of printing papers etc.



3.	Does the company identify and assess potential environmental risks? Y/N	The nature of the business of the Company has limited impact on environment; however the Company continuously aims to reduce even the limited impact on the environment by identifying ways to optimize resource consumption in its operations. The Company understands the potential environmental risks. We also comply with applicable environmental regulations, wherever applicable, in respect of its premises and operations.
4.	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	NA
5.	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Please refer paragraph 2 above
6.	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	NA
7.	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	There were no legal notices received during the year.

Principle 7: Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner

1.	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.	NO
2.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	NA

Principle 8: Businesses should support inclusive growth and equitable development

1.	Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	The Company has HR policy for inclusive growth of its employees and also has a Policy on Corporate Social Responsibility that contributes to inclusive growth and equitable development of the society. The Company has set up its own trust namely Just Dial Foundation to carry out its social responsibilities as being a responsible corporate citizen. The Information of CSR activities and expenditure incurred for CSR has been provided in the Annual report on CSR Activities which is annexed as an annexure 4 to the Directors' Report.
2.	Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?	The Company carried out its CSR activities on its own as well as through NGOs/ other organizations, however the Company intend to carry out its CSR activities through its own CSR Trust and accordingly a Trust namely Just Dial Foundation has been set up.
3.	Have you done any impact assessment of your initiative?	The Company periodically reviews the impact of its initiatives.

4.	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.	₹ 71 lac has been spent on CSR Activities and the Company intends to spend 2% of the average net profits of the company for last three financial years through its own CSR Trust, accordingly Just Dial Foundation has been set up recently.
5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Just Dial's CSR initiatives are rolled out directly or in partnership with non-profit organisations. This helps in increasing reach as well as ensuring the adoption of initiative by communities. Company's Representatives track the reach and take necessary steps to make it successful. Further, the CSR projects are evaluated by the CSR Committee to ensure maximum impact of their initiatives.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1.	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	There are 22 consumer cases going in consumer courts in different parts of the country.
2.	Does the company display product information on the product label, over and above what is mandated as per local laws?	NA
3.	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	There is no case against the Company during last five years, relating to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour.
4.	Did your company carry out any consumer survey/consumer satisfaction trends?	The Company on a continuous basis measures satisfaction levels of customers. The Company has a feedback form on their respective portals, where a customer can freely give its feedback on the services being offered by the Company.

CORPORATE GOVERNANCE REPORT

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

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

BOARD OF DIRECTORS

Board Composition

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

As on March 31, 2017, the Board consisted of 8 Directors, comprising of 3 Executive Directors and 5 Non-Executive Directors, in which 3 Directors are Independent and 1 Director is women. The Chairperson of the Board is Non-Executive Independent Director.

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

Name of the Director	Category of Director	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on March 31, 2017		
		Held	Attended		No. of outside Directorships held in other Indian Companies as on March 31, 2017	No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies	
						Chairman	Member
Mr. V. S. S. Mani*	Promoter & Executive Director	5	5	Present	1	0	0
Mr. Ramani Iyer	Promoter & Executive Director	5	5	Present	2	0	0
Mr. V. Krishnan*	Promoter & Executive Director	5	4	Present	4	0	0
Mrs. Anita Mani	Promoter & Non-Executive Director	5	4	Present	1	0	0
Mr. Pulak Chandan Prasad**	Non-Executive Director	2	1	N.A.	3	0	1
Mr. B. Anand	Chairman- Independent & Non-Executive Director	5	4	Present	4	0	0

Name of the Director	Category of Director	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on March 31, 2017		
		Held	Attended		No. of outside Directorships held in other Indian Companies as on March 31, 2017	No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies	
						Chairman	Member
Mr. Sanjay Bahadur	Independent & Non-Executive Director	5	4	Present	6	0	0
Mr. Malcolm Monteiro	Independent & Non-Executive Director	5	5	Present	1	1	3
Mr. Ravi Chandra Adusumalli***	Non-Executive Director	1	0	N.A.	12	0	0
Mr. Shailendra Jit Singh***	Non-Executive Director	1	0	N.A.	1	0	0

Notes:

* The Board of Directors on recommendation of Nomination and Remuneration Committee has reappointed Mr. V. S. S. Mani, as Managing Director & CEO of the Company and Mr. V. Krishnan, as Whole-time Director of the Company for a period of 5 years with effect from August 1, 2016 and the said appointments have been approved by the shareholders of the Company at the Annual General Meeting held on September 30, 2016.

** Mr. Pulak Chandan Prasad was appointed as an Additional Director (Non-Independent & Non-Executive) on the Board with effect from October 26, 2016 to hold office up to the date of ensuing Annual General Meeting.

*** Mr. Ravi Chandra Adusumalli and Mr. Shailendra Jit Singh have resigned from the Directorship on May 27, 2016 and June 13, 2016, respectively.

The Company has no pecuniary relationship or transaction with its Non- Executive & Independent Directors other than payment of sitting fees to Independent Directors for attending meeting of Board & Committee and Commission as approved by members.

Board Meetings

During the year under review, 5 (Five) Meetings of the Board of Directors of the Company were convened on May 20, 2016, August 16, 2016, October 26, 2016, November 21, 2016 and January 27, 2017.

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

Disclosure of relationships between directors inter-se

None of the directors of the Company are in relation to each other except promoter directors of the Company.

Mr. V.S.S. Mani, Mr. Ramani Iyer and Mr. V. Krishnan are Brothers and Mrs. Anita Mani is wife of Mr. V.S.S. Mani.

Number of Shares and Convertible Instruments held by Non-Executive Directors

The Company does not have any convertible instruments, however the details of equity shares held by non-executive directors as on March 31, 2017 are as under:

Name of Director	Category of Director	No. of Shares Held
Mrs. Anita Mani	Non-Executive Director	6,20,488
Mr. Pulak Chandan Prasad	Non-Executive Director	-
Mr. B. Anand	Non-Executive and Independent Director	-
Mr. Sanjay Bahadur	Non-Executive and Independent Director	7,500
Mr. Malcolm Monteiro	Non-Executive and Independent Director	-

Details of familiarization programmes imparted to independent directors

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

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

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

Independent Directors Meeting

During the financial year ended on March 31, 2017, 1 (One) Independent Directors Meeting was held on March 6, 2017 which has been attended by all the Independent Directors of the Company.

COMMITTEES OF THE BOARD

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

Mr. Sachin Jain, Company Secretary of the Company shall act as a Secretary for all the above committees.

AUDIT COMMITTEE

a) Composition of the Committee

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

Sr. No.	Name of the Member	Designation
1.	Mr. B. Anand	Chairman (Non-Executive and Independent)
2.	Mr. Sanjay Bahadur	Member (Non-Executive and Independent)
3.	Mr. Malcolm Monteiro	Member (Non-Executive and Independent)
4.	Mr. V. S. S. Mani	Member (Executive)

The Company presently has a qualified and Independent Audit Committee which consists of three Independent Directors and one Executive Director. All the Directors are literate in corporate and project finance, accounts and Company Law. The Audit Committee also advises the management on the areas where internal audit is concerned. The Audit Committee invites executives, as it considers

appropriate, to be present at the meetings of the Audit Committee.

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

The Statutory Auditors or their representatives are the permanent invitee to 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 has been amended to align with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of which are as under:

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

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

20. Carrying out any other function as stipulated in terms of reference of the Audit Committee.

The Audit Committee shall also mandatorily review the following information:

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

c) Meetings and Attendance

During the financial year ended on March 31, 2017, 4 (Four) Audit Committee meetings were held on May 20, 2016, August 16, 2016, October 26, 2016 and January 27, 2017. The attendance of the Members at these meetings are as follows:

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

NOMINATION AND REMUNERATION COMMITTEE

a) Composition of the Committee

Composition of Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Member	Designation
1	Mr. Malcolm Monteiro	Chairman (Non-Executive and Independent)
2	Mr. Sanjay Bahadur	Member (Non-Executive and Independent)
3	Mr. B. Anand	Member (Non-Executive and Independent)

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

1. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a Policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors.
6. Formulate the criteria for evaluation of Independent Directors and the Board and the Committees thereof.
7. Administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme.
8. Perform such other functions as may be necessary or appropriate for the performance of its duties.
9. Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment as may be applicable.

c) Meetings and Attendance

During the financial year ended on March 31, 2017, 5 (Five) Nomination and Remuneration Committee meetings were held on May 20, 2016, August 16, 2016, October 26, 2016, November 21, 2016 and March 6, 2017.

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

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Malcolm Monteiro	5	5
2	Mr. Sanjay Bahadur	5	4
3	Mr. B. Anand	5	4

d) Performance evaluation criteria for independent directors.

The performance evaluation of independent director has done by the entire Board of Directors,

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Composition of the Committee

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

b) Brief description of terms of reference

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

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

c) Meetings and Attendance

During the financial year ended on March 31, 2017, 1(One) Stakeholder Relationship Committee Meeting was held on March 6, 2017 which has been attended by all the members of the Committee.

d) Compliance Officer

Mr. Sachin Jain, Company Secretary, has been designated as the Compliance Officer, as defined in the Listing Regulations.

e) Investor Grievance Redressal

There is no Complaint / Grievance pending as on March 31, 2017. 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	2	2
Non- Receipt of Annual Report	15	15
Non- Receipt of Dividend Warrant Through SEBI	7	7
Cash/Sale Offer for purchase of securities	4	4
Clarification regarding buyback of securities	1	1
Non receipt of offer document/ transfer deed in case of physical shares	-	-
Reason for rejection (non allotment)	-	-
Total	29	29

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

a) Composition

Sr. No.	Name of the Member	Designation
1.	Mr. B. Anand	Chairman (Non-Executive and Independent)
2.	Mr. V. S. S. Mani	Member (Executive)
3.	Mr. V. Krishnan	Member (Executive)
4.	Mrs. Anita Mani	Member (Non-Executive and Non Independent)

b) Brief description of terms of reference

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

The Corporate Social Responsibility Committee shall—

- (a) 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;
- (b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

- (c) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Company was voluntarily into CSR activities before enactment of statutory requirement of CSR. The Company has broadly identified the sectors such as education, rural development, healthcare, environment and water conservation for its CSR activities. The Company believes in a meaningful contribution in CSR and in furtherance of its commitment to the CSR, a Trust in the name of Just Dial Foundation has been formed to carry out its CSR activities.

During the financial year ended on March 31, 2017, 1 (One) Corporate Social Responsibility (CSR) Committee Meeting was held on March 22, 2017 which has been 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)

b) Brief description of terms of reference

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

The Risk Assessment and Management Committee shall—

- a. Review or discuss, as and when appropriate, with management, the Company's risk governance structure and the Company's Risk Assessments and Minimisation Procedure.
- b. 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.

- c. 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.
- d. Receive, as and when appropriate, reports and recommendations from management on risk tolerance.
- e. Oversee the Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. As appropriate, confirm risk tolerance levels and capital targets and limits.
- f. Review at least quarterly the Company's capital, liquidity and funding and steps management has taken to manage capital, liquidity and funding.

During the financial year ended on March 31, 2017, 1 (One) Risk Assessment and Management Committee Meeting was held on March 6, 2017 which has been 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. V. Krishnan	Member
3.	Mr. Ramani Iyer	Member

c) Details with respect to Remuneration:

The Company has not granted any options to the Directors of the Company under Employee Stock Option Schemes. The below mentioned table gives details of the remuneration paid /to be paid to Directors.

Name of Director	Fixed Component/ Salary (₹)	Benefits (₹)	Sitting Fees (₹)	Performance Linked Incentive/ Commission (₹)	Total (₹)
Executive Directors*					
Mr. V. S. S. Mani	1,05,00,000	25,000	-	60,36,453	1,65,61,453
Mr. Ramani Iyer	90,00,000	25,000	-	75,03,105	1,65,28,105
Mr. V. Krishnan	90,00,000	60,62,500	-	28,12,135	1,78,74,635
Non-Executive Directors					
Mrs. Anita Mani	-	-	-	-	-
Mr. Pulak Chandan Prasad	-	-	-	-	-
Non-Executive and Independent Directors					
Mr. B. Anand	-	-	4,30,000	7,00,000	11,30,000
Mr. Sanjay Bahadur	-	-	3,20,000	7,00,000	10,20,000
Mr. Malcolm Monteiro	-	-	4,70,000	7,00,000	11,70,000
TOTAL	2,85,00,000	61,12,500	12,20,000	1,84,51,693	5,42,84,193

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

b) Meetings and Attendance

During the financial year ended on March 31, 2017, 7 (Seven) Management Committee meetings were held on April 21, 2016, May 20, 2016, June 2, 2016, July 29, 2016, September 12, 2016, November 16, 2016 and February 17, 2017.

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

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

REMUNERATION OF DIRECTORS

a) Pecuniary Relationship of Non - Executive Directors

The Company has no pecuniary relationship or transaction with its Non- Executive & Independent Directors other than payment of sitting fees to them for attending meeting of Board & Committee and Commission as approved by members.

b) Details of Remuneration paid to Non Executive Directors

The Non-Executive Directors of the Company are paid sitting fees of ₹ 100,000/- for each Meeting of the Board and ₹ 50,000 for each meeting of committee of the Board and a commission of ₹ 7,00,000/- each in the financial year under consideration.

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

The Company has not issued any Employee Stock Option to any Directors during the Financial Year 2016-2017.

None of the directors has received any Loans and advances from the Company during the year under consideration.

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

GENERAL BODY MEETINGS

a) Annual General Meetings

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

Financial Year	Date	Time	Venue	No. of Special Resolutions passed	Detail of Special Resolutions passed
2015-2016	30.09.2016	3.30 p.m.	West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai - 400 064.	0	Not Applicable
2014-2015	30.09.2015	3.30 p.m.	West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai - 400 064.	2	<ol style="list-style-type: none"> To Adopt New Set of Articles of Association of the Company. To increase in limit of investments in other bodies corporate.
2013-2014	24.09.2014	3.30 p.m.	West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai - 400 064.	4	<ol style="list-style-type: none"> Approval of payment of remuneration to Non-Executive Directors. Approval of Employee Stock Option Scheme, 2014 (ESOS) and issue of options under ESOS. Variation in remuneration of Mr. V. Krishnan, Whole-time Director. Increase aggregate limit of shareholding of foreign institutional investors/ foreign portfolio investors.

b) Special Resolution (s) passed through Postal Ballot

During the year, the Company has passed the following Special and Ordinary Resolutions through postal ballots and M/s. V. B. Kondalkar & Associates (Practicing Company Secretary) was appointed as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner:

Sr. No.	Description of Resolution passed	Resolution Type	Date of Passing
1.	Amendment in the main object of Memorandum of Association	Special	June 1, 2016
2.	Approval of Just Dial Limited Employee Stock Option Scheme, 2016	Special	January 7, 2017
3.	Approval of the Scheme of Arrangement between Just Dial Limited and Just Dial Global Private Limited and their respective shareholders and creditors.	Ordinary	January 16, 2017

Details of voting results were as under:

I. Amendment in the main object of Memorandum of Association

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special Resolution for amendment in the main object clause of Memorandum of Association of the Company by inserting new objects no. 9 to 14	3,94,52,921	99.999	387	0.001

II. Approval of Just Dial Limited Employee Stock Option Scheme, 2016

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Special resolution to the formulation and implementation of Just Dial Limited Employee Stock Option Scheme 2016 (ESOP2016) and to authorized board of Directors to create, grant, offer, issue and allot, from time to time, in one or more tranches, options not exceeding 20,85,000 representing 3% of the paid-up Capital of the Company as on November 21, 2016, exercisable into 20,85,000 Equity Shares of the Company, to or for the benefit of permanent employees of the Company (Present & Future).	5,36,56,590	99.995	2,677	0.005
Special resolution to grant the stock options under the Just Dial Limited Employees Stock Option Scheme 2016 ("ESOP 2016" or the "Scheme") to the Employees of Subsidiary Company (ies) (Present & Future).	5,36,56,570	99.995	2,697	0.005

III. Approval of the Scheme of Arrangement between Just Dial Limited and Just Dial Global Private Limited and their respective shareholders and creditors.

Description of Resolution	Votes in favour of the resolution		Votes against the resolution	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
Resolution for approval of the Scheme of Arrangement between Just Dial Limited and Just Dial Global Private Limited and their respective shareholders and creditors.	2,59,52,609	99.994	1,461	0.006

c) Procedure for postal ballot

Amendment in the main object of Memorandum of Association	<ol style="list-style-type: none"> The Board of Directors vide resolution dated March 21, 2016 had appointed M/s. V. B. Kondalkar & Associates (Practicing Company Secretary) to act as a Scrutinizer. The dispatch of Postal Ballot Notice dated March 21, 2016 together with explanatory statement and Postal Ballot forms was completed on April 27, 2016 to all the shareholders whose name appeared on the Register of Members as on April 15, 2016. The Company has issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Navshakti", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra on April 28, 2016.
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	<ol style="list-style-type: none"> 4. The Voting for Postal Ballot was kept open from April 28, 2016 at 9.00 a.m. to May 27, 2016 at 5.00 p.m. for both physical and electronic mode. 5. All Postal Ballot Forms received by Scrutinizer up to 5.00 p.m. on May 27, 2016 were considered for scrutiny. Postal Ballot Forms received after the date had not been considered. 6. The Scrutinizers submitted his report to the Managing Director, after the completion of the scrutiny and the consolidated results of the voting by Postal ballot were declared on June 1, 2016. 7. The voting results were sent to the Stock Exchanges and displayed on the Company's website.
<p>Approval of Just Dial Limited Employee Stock Option Scheme, 2016</p>	<ol style="list-style-type: none"> 1. The Board of Directors vide resolution dated November 21, 2016 had appointed M/s. V. B. Kondalkar & Associates (Practicing Company Secretary) to act as a Scrutinizer. 2. The dispatch of Postal Ballot Notice dated November 21, 2016 together with explanatory statement and Postal Ballot forms was completed on December 8, 2016 to all the shareholders whose name appeared on the Register of Members as on November 25, 2016. 3. The Company has issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Navshakti", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra on December 9, 2016. 4. The Voting for Postal Ballot was kept open from December 9, 2016 at 9.00 a.m. to January 7, 2017 at 5.00 p.m. for both physical and electronic mode. 5. All Postal Ballot Forms received by Scrutinizer up to 5.00 p.m. on January 7, 2017 were considered for scrutiny. Postal Ballot Forms received after the date had not been considered. 6. The Scrutinizers submitted his report to the Managing Director, after the completion of the scrutiny and the consolidated results of the voting by Postal ballot were declared on January 11, 2017. 7. The voting results were sent to the Stock Exchanges and displayed on the Company's website.
<p>Approval of the Scheme of Arrangement between Just Dial Limited and Just Dial Global Private Limited and their respective shareholders and creditors.</p>	<ol style="list-style-type: none"> 1. The Restructuring Committee vide resolution dated December 12, 2016 had appointed M/s. V. B. Kondalkar & Associates (Practicing Company Secretary) to act as a Scrutinizer. 2. The dispatch of Postal Ballot Notice dated December 12, 2016 together with explanatory statement and Postal Ballot forms was completed on December 17, 2016 to all the shareholders whose name appeared on the Register of Members as on December 9, 2016. 3. The Company has issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Navshakti", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra on December 18, 2016. 4. The Voting for Postal Ballot was kept open from December 18, 2016 at 9.00 a.m. to January 16, 2017 at 5.00 p.m. for both physical and electronic mode. 5. All Postal Ballot Forms received by Scrutinizer up to 5.00 p.m. on January 16, 2017 were considered for scrutiny. Postal Ballot Forms received after the date had not been considered. 6. The Scrutinizers submitted his report to the Chairman of the Company, after the completion of the scrutiny and the consolidated results of the voting by Postal ballot were declared on January 18, 2017. 7. The voting results were sent to the Stock Exchanges and displayed on the Company's website.

e) Special Resolution is proposed to be conducted through Postal Ballot

None of the business proposed to be transacted at the ensuing Annual General Meeting require passing of a resolution through Postal Ballot process.

MEANS OF COMMUNICATIONS

➤ **Quarterly Results:**

Quarterly Results are published in Financial Express, English newspaper circulating substantially the whole of India and in Navshakti, Marathi vernacular newspaper and are also posted on the Company's website: www.justdial.com

➤ **Website:**

The Company's website contains a separate dedicated section on 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Reports of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered/facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as required in terms of Listing Regulations is provided on the Company's website and the same is updated regularly.

➤ **Annual Report:**

The Annual Report containing, inter alia, Notice of Annual General Meeting, Audited Annual Statements, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report and is displayed on the Company's website.

The Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations facilitate the service of documents to members through electronic means. The Company e-mails the soft copies of the Annual Report to all those members whose e-mail IDs are available with the Registrar and Transfer Agents.

➤ **NSE - Corporate Compliance and National Electronic Application Processing System (NEAPS):**

The NEAPS is a web based system designed by NSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are also filed electronically on NEAPS.

➤ **BSE Corporate Compliance and Listing Centre ("Listing Centre"):**

The Listing Centre is web based application designed by BSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are also filed electronically on the Listing Centre.

➤ **MSEI Corporate Compliance and MYLISTING Portal ("MYLISTING Portal"):**

The MYLISTING is web based application designed by MSEI for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are also filed electronically on the MYLISTING Portal.

➤ **Unique Investor helpdesk:**

Exclusively for investor servicing, the Company has set up unique investor Help Desk with multiple access modes as under:

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

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

Toll Free no.: 1800-345-4001

Email: einward.ris@karvy.com

Website: www.karvy.com

➤ **Designated email-id:**

The Company has also designated email-Id: investors@justdial.com exclusively for investor servicing.

➤ **SEBI Complaint Redressal System (SCORES):**

The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting Day, Date, Time & Venue	Friday, September 29, 2017 at 3.30 P.M. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064.
Financial Year	1st April to 31st March
Financial Calendar	Results are likely to be announced on (Tentative and subject to change)
1st quarter ending June, 2017	On or Before 14 th August, 2017
2nd quarter ending September, 2017	On or Before 14 th November, 2017
3rd quarter ending December, 2017	On or Before 14 th February, 2018
4th quarter ending March, 2018	On or Before 29 th May, 2018
Dividend Payment Date	Not Applicable
ISIN	INE599M01018
Email ID for Investors	investors@justdial.com
Name & Address of Stock Exchange	<p>National Stock Exchange of India Limited Address:- Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai-400051</p> <p>BSE Limited Address :- P. J. Towers, 1st Floor Dalal Street Mumbai - 400 001</p> <p>Metropolitan Stock Exchange of India Limited Address :- 4th Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400 098.</p>
Stock Code/Symbol	<p>NSE - JUSTDIAL</p> <p>BSE - 535648</p> <p>MSEI - JUSTDIAL</p>

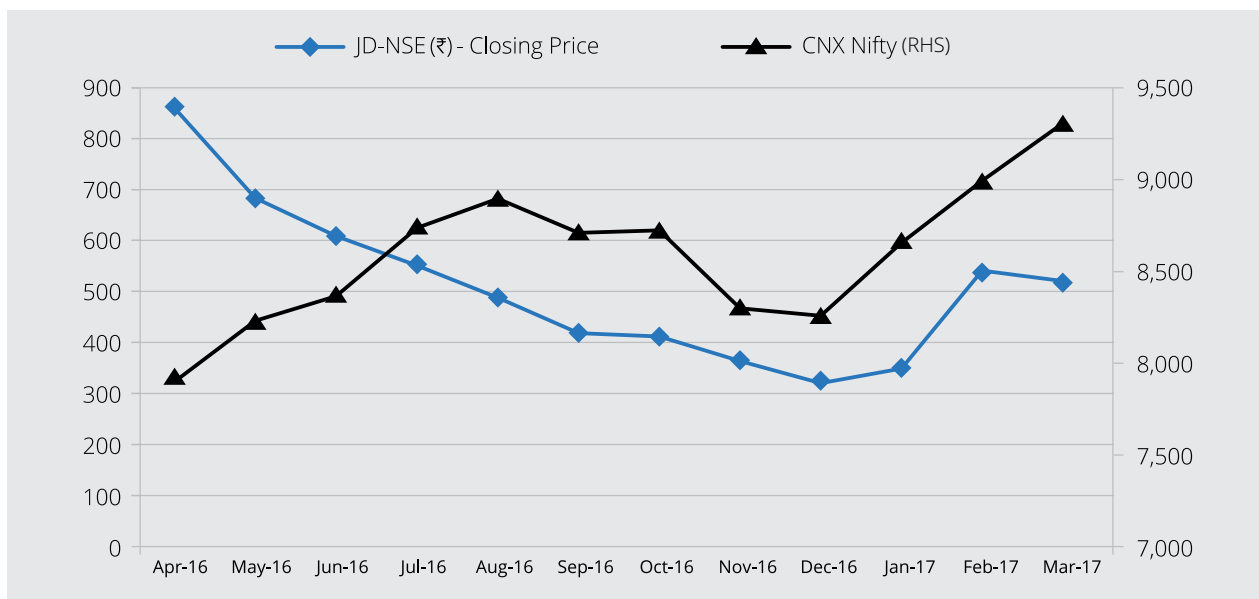
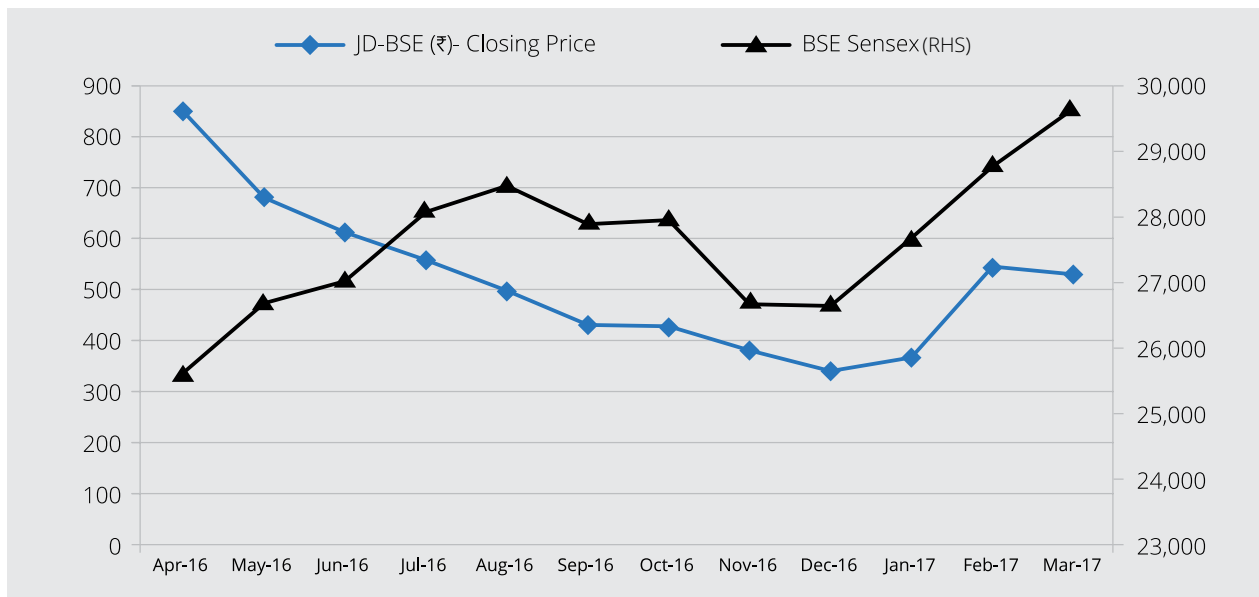
Payment of Listing Fees

Annual Listing Fees for the year 2017-18 has been paid by the Company to Stock Exchanges.

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

Month	NSE			BSE		
	High	Low	Volume (In. No. of Shares)	High	Low	Volume (In. No. of Shares)
Apr-16	903.70	725.00	3,43,32,256	903.00	725.65	52,04,374
May-16	861.20	615.75	4,81,46,598	860.25	617.45	73,95,385
Jun-16	705.50	591.60	2,51,38,356	706.00	592.05	38,93,364
Jul-16	626.60	528.00	1,67,70,875	625.60	528.10	27,96,711
Aug-16	565.00	445.85	6,09,04,515	565.00	445.50	88,83,678
Sep-16	522.65	416.50	3,64,15,094	522.60	416.80	62,87,526
Oct-16	460.00	421.00	1,90,80,383	480.00	420.00	34,25,628
Nov-16	429.50	350.45	1,73,63,279	430.00	354.00	31,14,362
Dec-16	396.00	318.05	1,77,36,047	395.40	318.20	20,70,547
Jan-17	405.00	338.05	4,87,16,490	405.00	338.00	69,76,753
Feb-17	560.00	362.05	6,10,66,855	559.45	362.50	84,07,955
Mar-17	619.85	519.00	5,32,82,094	619.45	519.00	75,92,742

Comparison of Stock Performance



Registrar and Transfer Agents

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

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

Karvy Computershare Private Limited
 Unit: Just Dial Limited
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli Financial District,
 Nanakramguda, Hyderabad - 500032
 Phone: +91-40- 6716 1500, 3321 1000
 Fax: +91- 40- 2342 0814, 2300 1153
 E-mail :einward.ris@karvy.com
 Website: www.karvy.com

Share Transfer System

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

Distribution of Shareholding as on March 31, 2017

Category (Nominal Value)	No. of Share Holders	% of Total Share Holders	No. of Shares Held	% of Total Shareholding
Upto 5000	46,217	99.55	40,26,306	5.79
5001-10000	79	0.17	5,56,160	0.80
10001-20000	46	0.10	6,40,569	0.92
20001-30000	16	0.03	3,97,721	0.57
30001-40000	6	0.01	2,11,456	0.30
40001-50000	7	0.02	3,06,333	0.44
50001-100000	16	0.03	11,78,955	1.70
Above 100001	39	0.08	6,22,20,952	89.48
Total	46,426	100.00	6,95,38,452	100.00

Dematerialisation of Shares and Liquidity as on March 31, 2017

CATEGORY	NO. OF SHARES HELD	% OF TOTAL SHAREHOLDING
Shares held in Demat Form	6,95,35,255	100.00%
Shares held in Physical Form	3,197	0.00%
TOTAL	6,95,38,452	100.00

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

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

Commodity price risk or foreign exchange risk and hedging activities.

The Company is not dealing in commodity and Foreign Exchange, hence, there is no risk related to commodity price or Foreign Exchange and hedging activities.

Office Location

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

Address for Correspondence

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

OTHER DISCLOSURES

Disclosure on material related party transactions

During the financial year ended March 31, 2017, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

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

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

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

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

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

Mandatory requirements

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

Adoption of Non-Mandatory requirements

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

Web Links

Policy on dealing with related party transactions is available on company website at www.justdial.com

Non-compliance of Corporate Governance.

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

Discretionary Requirements.

1. The Board – The Non-Executive Chairperson is entitled to maintain a chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.
2. Shareholders Rights – The Quarterly, Half-yearly and Yearly results are published in the newspapers with adequate disclosures for information and knowledge of the shareholders /public at large and also uploaded on the Company's Website. The Company does not have a system of intimating shareholders individually about financial results, but, queries, if any, are replied immediately.
3. Modified Opinion(s) in audit report - The Company confirms that its financial statements are with unmodified audit opinion.
4. Separate post of chairperson and chief executive officer – The Company appointed separate position of Chairperson and Managing Director or Chief Executive officer.
5. Reporting of Internal Auditor - The Internal Auditor reports directly to the Audit Committee of the Board.

Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any Demat Suspense / Unclaimed Suspense Account.

Compliance of Corporate Governance

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



CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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

CODE OF CONDUCT

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

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 19, 2017

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

Website: www.justdial.com

CEO / CFO CERTIFICATE

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

To,
The Board of Directors
Just Dial Limited

1. We have reviewed financial statements and the cash flow statement of Just Dial Limited for the year ended March 31, 2017 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

Mumbai, May 19, 2017

(V. S. S. Mani)

Managing Director & CEO



Certificate on Corporate Governance

To,
The Members of
Just Dial Limited

We have examined the compliance of conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended on March 31, 2017.

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

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

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

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

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

Place: Mumbai
Date: May 19, 2017

Independent Auditors' Report

To the Members of Just Dial Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Just Dial Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 Ind AS 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 Ind AS 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 of the standalone Ind AS financial statements 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 standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 30 (c) to the standalone Ind AS 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; and
- iv. The Company has provided requisite disclosures in Note 36 to these standalone Ind AS financial statements as to the holding of Specified Bank Notes on November 08, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 08, 2016 to December 30, 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership Number: 106406

Mumbai


May 19, 2017

Annexure 1 referred to in paragraph 1 under 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 quantitative details and situation of fixed assets. provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (b) All fixed assets were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification. (iii) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments made have been complied with by the Company. There are no other loans, guarantees or securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the company. (iv) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (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. (v) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148 (1) of the Act, for the services of the Company.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the (iv) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, cess, sales tax, value added tax and other material statutory dues applicable to it. The provisions relating to duty of excise and duty of customs and are not applicable to the Company.
- (b) According to the records of the Company, the dues outstanding of income tax, employees' state insurance and cess which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	1,626,272	A.Y. 2014-15	Deputy Commissioner of Income Tax
The Employees' State Insurance Act, 1948	ESIC	2,063,440	April 2005 to March 2010	Employee's Insurance Court
Income Tax Act, 1961	TDS	100,140	Financial year 2007-08 to 2012-13	TDS officer

- 
- (v) The Company has neither issued any debentures nor availed any loan from banks, financial institutions or government. Therefore, the provisions of clause 3(viii) of the Order are not applicable to the Company.
- (vi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money way of initial public offer or further public offer or debt instruments and term loans hence, reporting under clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (vii) 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.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (ix) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xi) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xiii) According to information and explanation given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

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

Chartered Accountants

Firm's Registration Number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership Number: 106406

Mumbai

May 19, 2017

Annexure 2 referred in our report of even date

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

We have audited the internal financial controls over financial reporting of Just Dial Limited (the "Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership Number: 106406

Mumbai

May 19, 2017

Balance Sheet

as at March 31, 2017

(₹ in lacs unless otherwise stated)

	Notes	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Assets				
Non-current assets				
Property, plant and equipment	3	15,221	13,433	8,699
Capital work in progress		859	859	646
Intangible assets	4	386	449	516
Financial assets				
Investment in Subsidiary	5	45	45	45
Investments	5	90,952	77,522	69,352
Deposits	6	1,213	1,201	667
Deferred tax assets (net)	7	2,394	-	-
Current tax assets (net)		860	860	603
Other non-current assets	8	634	3,198	1,679
Total non-current assets		112,564	97,567	82,207
Current assets				
Financial assets				
Investments	5	5,473	2,006	14,996
Cash and cash equivalents	9	5,245	3,356	4,200
Bank balance other than cash and cash equivalents	10	7	7	6
Deposits	6	344	168	449
Others	11	493	229	66
Other current assets	8	2,439	1,508	1,367
Total current assets		14,001	7,274	21,084
Total assets		126,565	104,841	103,291
Equity and Liabilities				
Equity				
Equity share capital	12	6,954	6,947	7,049
Other equity		83,564	66,993	68,452
Total Equity		90,518	73,940	75,501
Non-current liabilities				
Financial Liabilities				
Other financial liabilities	13	667	456	400
Provision for employee benefits	14	337	275	-
Deferred tax liabilities (net)	7	-	20	375
Total non-current liabilities		1,004	751	775
Current liabilities				
Financial Liabilities				
Trade payable	15	1,371	1,963	1,376
Other financial liabilities	13	3,850	3,991	3,293
Other current liabilities	16	1,097	566	1,003
Deferred revenue	17	27,430	23,443	21,023
Liabilities for current tax (net)		1,143	-	-
Provision for employee benefits	14	152	187	320
Total current liabilities		35,043	30,150	27,015
Total equity and liabilities		126,565	104,841	103,291
Summary of significant accounting policies	2			

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

As per our report of even date
For **S. R. Batliboi & Associates LLP**
ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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, 2017

(₹ lacs, except per share data and stated otherwise)

	Notes	Year ended March 31, 2017	Year ended March 31, 2016
Income			
Revenue from operations	18	71,861	66,766
Other income	19	6,546	6,326
Finance income	20	2,160	1,677
Total income		80,567	74,769
Expenses			
Employee benefits expense	21	44,088	37,993
Depreciation and amortisation expense	22	4,014	3,110
Other expenses	23	16,817	14,353
Total expense		64,919	55,456
Profit before tax		15,648	19,313
Tax expense:			
Current tax		3,258	5,451
Deferred tax		256	(412)
Income tax expense		3,514	5,039
Profit for the year		12,134	14,274
Other Comprehensive Income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Capital reserve on business combination (note 32)		2,703	-
Income tax effect			
Current tax		(25)	
Deferred tax		25	
		2,703	-
Re-measurement gains on defined benefit plans		107	168
Income tax effect - deferred tax		(23)	(58)
		84	110
Other comprehensive income (OCI) for the year, net of tax		2,787	110
Total comprehensive income for the year		14,921	14,384
Earnings per equity share (in ₹) - computed on the basis of profit for the year [Nominal value of shares ₹ 10]			
Basic	26	17.46	20.25
Diluted	26	17.35	20.08
Summary of significant accounting policies.	2		

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For **S. R. Batliboi & Associates LLP**
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Sachin Jain
Company Secretary

Statement of Cash Flows

for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Operating activities		
Profit before tax	15,648	19,313
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of property, plant and equipment	3,804	2,846
Amortisation of intangible assets	210	266
Employee stock compensation expense	1,594	2,171
(Gain)/loss on disposal of property, plant and equipment	(4)	3
Profit on sale of mutual funds	(3,559)	(3,320)
Finance income (including fair value change in financial instruments)	(2,613)	(2,094)
Interest income	(2,099)	(1,617)
Unwinding of financial instruments (Notional Income on Security Deposits)	(61)	(61)
Amortisation of deferred lease expense	65	66
Dividend income	-	(44)
	12,985	17,529
Working capital adjustments:		
Increase non current financial assets	(11)	(537)
(Increase)/decrease in current financial assets	(176)	281
Increase in other non-current assets	(23)	(87)
Increase in other current assets	(989)	(139)
Increase in non current other financial liabilities	211	56
Increase/(decrease) in current trade payables	(602)	590
Increase/(decrease) in and other current financial liabilities	(101)	692
Increase in non current provisions	62	275
Decrease in current provisions	(34)	(133)
Increase/(decrease) in and other non current financial liabilities	531	(437)
Increase in deferred revenue	3,987	2,420
	15,840	20,510
Income tax paid (net of refunds)	(2,220)	(5,715)
Net cash flows from operating activities (A)	13,620	14,795
Investing activities		
Purchase of property, plant and equipment (including CWIP)	(3,089)	(9,266)
Purchase of intangible assets	(146)	(200)
Proceeds from sale of property, plant and equipment	8	8
Purchase of non current investments	(42,150)	(49,149)
Sale/redemption of non current investments	31,425	59,425
Investment in bank deposit (with maturity more than three months)	(7)	(416)
Redemption/maturity of bank deposit (with maturity more than three months)	7	415
Cash acquired pursuant to business combination (Note 32)	71	-
Dividend Received	-	44
Interest received	2,098	1,616
Net cash flows from / (used in) investing activities (B)	(11,783)	2,477

Statement of Cash Flows

for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Financing activities		
Proceeds from exercise of stock options (including premium)	52	34
Payment for buyback of equity shares	-	(16,453)
Dividend paid	-	(1,410)
Dividend distribution tax	-	(287)
Net cash flows from / (used in) financing activities (C)	52	(18,116)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	1,889	(844)
Cash and cash equivalents at the beginning of the year	3,356	4,200
Cash and cash equivalents at the end of the year (Note 9)	5,245	3,356
Summary of significant accounting policies.	2	

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

As per our report of even date
For **S. R. Batliboi & Associates LLP**
ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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 Changes in Equity

for the year ended March 31, 2017

(₹ lacs, except per share data and stated otherwise)

Particulars	Equity share capital		Other Equity						Total equity	
	Reserves and surplus		Total equity							
	No of shares	Share capital	Share suspense account	Securities premium	Capital redemption reserve	General reserve	Employee stock options reserve	Capital reserve		Retained earnings
Balance as of April 1, 2015	70,492,745	7,049	-	25,114	-	2,595	1,540	-	39,203	68,452
Changes in equity for year ended March 31, 2016										
Profit for the year	-	-	-	-	-	-	-	-	14,274	14,274
OCI for the year	-	-	-	-	-	-	-	-	110	110
Total comprehensive income for the year	-	-	-	-	-	-	-	-	14,384	14,384
Cash dividends (note 12)	-	-	-	-	-	-	-	-	(1,410)	(1,410)
Dividend distribution tax (note 12)	-	-	-	-	-	-	-	-	(287)	(287)
Transfer to capital redemption reserve	-	-	-	-	106	(106)	-	-	-	-
Employee stock options plan (ESOP) compensation cost	-	-	-	-	-	-	2,171	-	-	2,171
Exercise of stock options	42,365	4	-	638	-	-	(608)	-	-	30
Buy back of equity shares	(1,061,499)	(106)	-	(16,347)	-	-	-	-	-	(16,347)
At March 31, 2016	69,473,611	6,947	-	9,405	106	2,489	3,103	-	51,890	66,993
Profit for the year	-	-	-	-	-	-	-	-	12,134	12,134
OCI for the year (note 32)	-	-	-	-	-	-	-	2,703	84	2,787
Total comprehensive income for the year	-	-	-	-	-	-	-	2,703	12,218	14,921
ESOP compensation cost	-	-	-	-	-	-	1,594	-	-	1,594
Exercise of stock options	64,841	7	-	969	-	-	(924)	-	-	45
Additions pursuant to the scheme (note 32)	-	-	11	-	-	-	-	-	-	11
At March 31, 2017	69,538,452	6,954	11	10,374	106	2,489	3,773	2,703	64,108	83,564

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

As per our report of even date

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

ICAI Firm registration number: 101049W/E3000004

Chartered Accountants

per **Kalpesh Jain**

Partner

Membership no. 106406

Place : Mumbai

Date : May 19, 2017

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

forming part of the financial statements as at and for the year ended March 31, 2017

1 Corporate information

Just Dial Limited (the "Company") was incorporated in India under the provision of Companies Act, 1956 on December 20, 1993. The registered office of the Company is located at Palm Court Building M, 501/B, 5th Floor, New Link Road, Beside Goregaon Sports Complex, Malad West, Mumbai 400064. The Company provides local search, search related services and software services to users in India through multiple platforms such as the internet, mobile internet, over the telephone (voice), text (SMS).

During the year ended March 31, 2017, the Company commenced provision of cloud based and application software services on outright sale or subscription basis.

2 Significant accounting policies

2.1 Basis of preparation

The Separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) and notified under the Companies (Accounting Standards) Rules, 2015 under the provision of the Companies Act, 2013 (the "Act") and subsequent amendments thereof.

For all periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013 ("the Act"), read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP' or 'Previous GAAP'). These financial statements for the year ended March 31, 2017 are the first the Company has prepared in accordance with Ind AS. Refer Note 2.23 for information on how the Company has adopted Ind AS.

These SFS have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer note 2.15)

The SFS presented on a going concern basis and are presented in ₹ lacs and all values are rounded to the nearest ₹ lacs, except when otherwise indicated.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised in normal operating cycle or within twelve months after the reporting period or

- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

2.2 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree if any. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed if any are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred (bargain purchase), the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

2.3 Fair value measurement

The company measures financial instrument such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability - or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Currently company carries those instruments where in level 1 and level 2 inputs of the above mentioned fair value hierarchy is used.

The Company's board Committee approves the policies for both recurring and non-recurring fair value measurement. Where seen appropriate external valuers are involved. The board committee reviews the valuation results. This includes a discussion of the major assumptions used in the valuations.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.4 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

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The following specific criteria must be also met before revenue is recognized.

Income from sale of search related services

Revenues from tenure based contracts are recognised pro-rata over the contract period.

Revenue from lead based contracts are recognized when leads are provided to the customer.

Activation fee from customers is recognized pro-rata over the contract period.

Income from sale of software Services:

When other services are provided in conjunction with the sale of software licenses and reliable evidence of fair value has been established, the revenue from such contracts are allocated to each component of the contract at its fair value in accordance with principles given in Ind AS18.

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

Revenue from hosting and related services fees are accrued over the expected tenure of customer churn period.

Revenue from software subscription license is recognised in the period in which services are rendered.

Income from Other Operating revenue

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

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

Interest

Interest income is recorded using the effective interest rate ('EIR') method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or over a shorter period, where appropriate, to the gross carrying amount of

the financial asset or to the amortised cost of the financial liability. Interest income is included under the head "Finance income" in the statement of profit and loss account.

Dividends

Dividend income is recognised when the Company's right to receive dividend is established by the balance sheet date. The right to receive dividend is generally established when shareholders approve the dividend.

2.5 Taxes

Tax expense comprises of current and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. 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 recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Tax liability under Minimum Alternate Tax ("MAT") is considered as current tax. MAT entitlement is considered as deferred tax.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled,

based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle applicable for bargain purchase gains (refer note 2.2). All other acquired tax benefits realised are recognised in profit and loss.

2.6 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant if the recognition criteria are met.

Capital work in progress is stated at cost. Capital work-in-progress comprises of expenditure incurred for construction of building.

Property, plant and equipment are eliminated from financial statements, either on disposal or when retired from active use. Losses arising in case of retirement of Property, Plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in statement of profit and loss in the year of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation is

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

calculated on a straight-line basis over the estimated useful lives of the assets. Useful lives used by the Company are different from rates prescribed under Schedule II of the Companies Act 2013. These rates are based on evaluation of useful life estimated by the management supported by internal technical evaluation. The range of useful lives of the property, plant and equipment are as follows:

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

Premium paid on leasehold land are amortised on straight-lined basis over the period of 99 years as per the contract terms.

Leasehold improvements are amortised over the period of lease which ranges from 1 to 9 years.

2.7 Impairment of non-financial assets

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. as higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. 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.

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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The impairment calculation are based on detailed budgets and forecast calculations for each of the Company's CGUs. covering a period of five years and

applying a long-term growth rate to project future cash flows after the fifth year.

When 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.

Impairment losses of operations are recognised in the statement of profit and loss.

At each reporting date if there is an indication that previously recognised impairment losses no longer exist or have decreased, the Group estimates the asset's or CGU's recoverable amount . A previously recognised impairment loss is reversed in the statement of profit and loss only to the extent of lower of its recoverable amount or carrying amount net of depreciation considering no impairment loss recognised in prior years only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

2.8 Intangible assets

In accordance with Ind AS 101 provisions related to first time adoption, the Company has elected to continue with the carrying value of all of its Intangible assets recognised as of April 01, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date. Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Internally generated intangibles (excluding capitalised development costs) are not capitalised and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The company has considered all intangible assets as having finite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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.

Research and Development Cost

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

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

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested 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.

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

Particulars	Amortisation over period
Application Software	5 years
Unique telephone numbers	5 years
Application development	4 years

2.9 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. An operating lease is a lease other than a finance lease.

Operating lease:

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight line basis

2.10 Corporate Social Responsibility (CSR) Expenditure

CSR expense is recognized as it is incurred by the company or when company has entered into any legal or constructive obligation for incurring such an expense.

2.11 Provisions, Contingent liabilities, Contingent assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

2.12 Retirement and other employee benefits

Retirement benefit in the form of provident fund and pension fund are defined contribution schemes. The Company has no obligation, other than the contribution payable to such schemes. The Company recognises contribution payable to such schemes as an expense, when an employee renders the related service.

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Liability for gratuity as at the year-end is provided on the basis of actuarial valuation.

Remeasurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss -Service costs comprising current service costs and Net interest expense or income

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 compensated absences 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.

2.13 Employee Stock Option Plan (ESOP) compensation cost

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments in form of employee stock options, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions for unvested grants as at April 01, 2015 is determined by the fair value at the date when the grant is made using the Black Scholes valuation model. That cost is recognized in employee benefits expense, together with a corresponding increase in Stock Option Outstanding reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised 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 for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of

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equity instruments that will ultimately vest. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

2.14 Investment in Subsidiary

In accordance with Ind AS 101 provisions related to first time adoption, the Company has elected to continue with the carrying value of all of its Investments in Subsidiary recognised as of April 01, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date. Subsequently, the investment in subsidiaries are measured at cost as per Ind AS 27 and classified as Non-current Investment

2.15 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Other Financial Asset

The Company doesn't have any equity instruments except investment in subsidiaries. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortised cost
- Financial assets at fair value through OCI (FVTOCI)
- Financial assets at fair value through profit and loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Debt instruments at amortised cost

A Debt instrument is measured at amortised cost (net of any write down for impairment) the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes) and The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised statement of profit and loss. This category generally applies to trade and other receivables

Financial assets at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

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Financial assets at fair value through profit and loss

FVTPL is a residual category for company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments (except investment in subsidiary) included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the company may elect to designate a instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement□ it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

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Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

iv. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.16 Segment accounting

Company's performance for operation as defined in Ind AS 108 are evaluated as a whole by the chief operating decision maker of the company based on

which search and related services are considered as a single operating segment.

The segment information has been given in the consolidated financial statement of the company and therefore no separate disclosure on segment information is given in the separate financial statements.

2.17 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.18 Dividend distribution to equity holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. A distribution in case of final dividend is authorised when it is approved by the shareholders. A corresponding amount is accordingly recognised directly in equity. In case of interim dividend it is authorised when it is approved by the Board of Directors.

2.19 Foreign currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency. Items included in the financial statements are measured using that functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rates at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expense in the period in which they arise. 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. The gain or loss arising on translation

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of non-monetary items is recognised in line with the gain or loss of the item that gave rise to translation difference (i.e. translation difference on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively)

2.20 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year after adjusting for the effects of weighted average potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive. .

2.21 Recent accounting pronouncements

Standards issued but not yet effective

The standards issued, but not yet effective upto the date of issuance of the Company's financial statements is disclosed below. The Company shall adopt this standard when it becomes effective.

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment,' respectively. The amendments are applicable to the Company from April 1, 2017.

Amendment to Ind AS 7

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

Amendment to Ind AS 102

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes.

The Company does not have any cash settled award as at March 31, 2017.

2.22 Significant accounting, judgments, estimates and assumptions

The preparation of the Company's SFS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent assets and contingent liabilities. 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 outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Lease commitments

The Company has entered into land lease arrangement with Karnataka Industrial Area Development Board ("KIADB"). Terms of such lease is 99 years. In case of lease of land for 99 years and above, it is likely that such leases meet the criteria that at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset. Accordingly such lease is classified as finance lease.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to

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market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Employee Stock Options plan

The Company initially measures the cost of equity-settled transactions with employees using a Black Scholes model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 29.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessments by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Company's domicile.

Minimum Alternative Tax ("MAT") credit is recognised as deferred tax asset based on evidence that the Company will pay normal income tax during the specified period. Significant judgments are involved in determining the future taxable income and

future book profits, including amount of MAT credit available for set-off.

Further details on taxes are disclosed in note 7.

Defined benefit plans (gratuity and other employee benefits)

The Company's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in note 28.

Intangible assets

Refer note 2.8 for estimated useful lives of intangible assets. The carrying value of intangible assets has been disclosed at note 4.

Property, plant and equipment

Refer note 2.6 for estimated useful lives of property, plant and equipment. The carrying value of property, plant and equipment has been disclosed at note 3.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable

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markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 33 for further disclosures.

Revenue Recognition

The Company recognises revenue from hosting and related services fees of software over the expected tenure of customer churn period of one and half years, which is based on estimate of time period over which the customer is expected to be associated with the Company.

2.23) First time adoption of Ind AS:

These financial statements, for the year ended March 31, 2017 are the first Ind-AS Financial statements that the Company has prepared in accordance with Ind-AS. For periods up to and including the year ended March 31, 2016 the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The Company has prepared financial statements which comply with Ind-AS applicable for periods ended on March 31, 2017 together with the

comparative period data as at and for the year ended March 31, 2016, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2015 the Company's date of transition to Ind-AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2015 and the financial statements as at and for the year ended March 31, 2016.

Exemptions applied

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind-AS. The Company has applied the following exemptions.

a) Investment in Subsidiary

The Company has availed the option to continue recording of Investments (in each of these cases) at cost as per Indian GAAP as on transition date amongst available options of fair valuation or cost as per Ind AS 27 'separate financial statement'.

b) Share Based Payments

The Company has not applied Ind-AS 102 to equity instruments in share-based payment transactions that vested before April 1, 2015.

Reconciliations between Previous GAAP and Ind AS

A. Equity reconciliation

(₹ in lacs unless otherwise stated)

Particulars	Notes	As at March 31, 2016	As at April 1, 2015
Equity under Previous GAAP		67,148	67,332
Adjustments:			
Reversal of proposed final equity dividend including dividend distribution tax thereon	(i)	-	1,697
Activation fees recognised over contract period (Deferred Revenue)	(ii)	(2,317)	-
Impact of discounting of security deposits	(iii)	(18)	(21)
Prior period provision for tax		(38)	(38)
Impact of increase in fair value of mutual funds and bonds	(iv)	8,598	7,129
Actuarial loss on remeasurements of employee benefits	(v)	44	13
Deferred taxes	(vi)	524	(611)
Equity under Ind-AS		73,940	75,501

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B. Comprehensive income reconciliation

(₹ in lacs unless otherwise stated)

Particulars	Notes	Year ended March 31, 2016
Net income for the year under Previous GAAP		14,180
Adjustments:		
Activation fees recognised over contract period	(ii)	(2,317)
Impact of discounting of security deposits	(iii)	
a) Rent expense		(65)
b) Interest income		60
Profit (net) on fair valuation of investments	(iv)	2,094
Employee stock options scheme measured at fair value	(vi)	(115)
Actuarial loss on employee benefit recorded as OCI	(v)	(137)
Deferred taxes	(vi)	574
Profit for the year under Ind AS		14,274
Other Comprehensive Income	(vii)	110
Total Comprehensive Income for the year under Ind AS		14,384

(i) Dividend (including dividend tax)

Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under Ind-AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

(ii) Deferral of Revenue

As per Ind-AS 18 - Revenue, certain items of non-refundable fees received are now being recognized as revenue over the tenure of contracts as it reflects the substance of the transaction, which were earlier recognized upfront, based on performance of specific acts.

(iii) Security Deposits

Under the previous GAAP, interest free lease security deposits are recorded at their transaction value. Under Ind-AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued these security deposits under Ind-AS 109 using effective interest rate method. Accordingly, adjustments mainly consists of amortization of deferred lease income / expense on security deposits given and accepted.

(iv) Fair value through Profit & Loss (FVTPL)

Under Ind-AS, financial assets and financial liabilities designated at fair value through profit and loss (FVTPL) are fair valued at each reporting date with changes in fair value recognized in the statement of profit and loss. Under previous GAAP, they are measured at lower of cost with provision for diminution in value other than temporary.

(v) Re-measurement of Employee Benefits

Under Ind-AS, the actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, such remeasurements were forming part of the consolidated statement of profit or loss for the year.

(vi) Deferred Tax

Tax adjustments include deferred tax impact on account of differences between Ind-AS and Previous GAAP.

(vii) Statement of Cash Flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

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(viii) Reclassification

Pursuant to the disclosure requirements as per Ind-AS, the Company has re-classified certain assets and liabilities as at March 31, 2016 and April 1, 2015. Significant reclasses

includes, reclassification between Deferred tax assets and Income tax assets, Non-current investment and, Security deposits and prepayments, other current liabilities and financial liabilities.

3: Property, plant and equipment

(₹ in lacs unless otherwise stated)

	Leasehold land	Leasehold improvements	Building	Plant and machinery	Office equipments	Furniture and fittings	Computer	Total
Cost								
At April 1, 2015	3,750	1,116	7	2,872	740	619	6,565	15,759
Additions	393	284	956	380	169	141	5,267	7,590
Disposals	-	(186)	-	(8)	(1)	(7)	(6)	(208)
At March 31, 2016	4,143	1,214	963	3,244	908	753	11,826	23,141
Addition on account of business combination (note 32)	-	-	-	1	-	2	-	3
Additions	14	446	-	398	189	91	4,455	5,593
Disposals	-	(2)	-	(22)	(15)	(5)	(32)	(76)
At March 31, 2017	4,157	1,658	963	3,621	1,082	841	16,249	28,661
Depreciation								
At April 1, 2015	14	556	6	1,784	383	398	3,830	7,061
Depreciation charge for the year	40	201	47	533	149	101	1,772	2,843
Disposals	-	(186)	-	-	-	(5)	(5)	(196)
At March 31, 2016	54	571	53	2,317	532	494	5,597	9,708
Depreciation charge for the year	42	261	48	473	159	99	2,722	3,804
Disposals	-	-	-	(20)	(15)	(5)	(32)	(72)
At March 31, 2017	96	832	101	2,770	676	588	8,287	13,440
Net Book Value								
At March 31, 2017	4,061	826	862	851	406	252	7,962	15,221
At March 31, 2016	4,089	643	910	927	376	258	6,229	13,433
At April 1, 2015	3,736	560	1	1,088	357	221	2,735	8,699

4: Intangible assets

(₹ in lacs unless otherwise stated)

	Computer - Software	Application development	Unique telephone nos	Total
Cost				
At April 1, 2015	889	214	100	1,203
Additions	200	-	-	200
Disposals	(0)	-	-	(0)
At March 31, 2016	1,089	214	100	1,403
Addition on account of business combination (note 32)	1	-	-	1
Additions	146	-	-	146
At March 31, 2017	1,236	214	100	1,550
Depreciation				
At April 1, 2015	446	151	90	687
Depreciation charge for the year	194	63	10	267
At March 31, 2016	640	214	100	954
Depreciation charge for the year	209	-	-	209
At March 31, 2017	850	214	100	1,164
Net Book Value				
At March 31, 2017	386	-	-	386
At March 31, 2016	449	-	-	449
At April 1, 2015	443	63	10	516

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5: Investments

Non current investments

(₹ in lacs unless otherwise stated)

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs
Investment in Subsidiary Companies						
Unquoted equity shares (at cost)						
Equity shares of USD 0.01 each fully paid in Just Dial Inc (Delaware, United States of America)	1,000	45	1,000	45	1,000	45
Ordinary equity shares of SGD 1 each fully paid in JD International PTE Ltd (note 27)	100	- *	100	- *	-	-
	1,100	45	1,100	45	1,000	45
Investments at fair value through profit or loss						
8.48% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000 each (maturity at January 22, 2029)	150,000	1,774	150,000	1,684	-	-
8.66% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000 each (maturity at January 22, 2034)	260,000	3,237	170,000	1,991	100,000	1,144
8.76% National Housing Bank - Tax Free Bonds of ₹ 5,000 each (maturity at January 13, 2034)	87,089	5,464	87,089	5,143	-	-
8.68% National Housing Bank - Tax Free Bonds of ₹ 5,000 each (maturity at March 24, 2029)	1,000	60	1,000	57	-	-
8.50% National Highways Authority of India - Tax Free Bonds of ₹ 1,000 each (maturity at February 05, 2029)	1,180,000	13,966	1,050,000	11,803	-	-
8.46% Power Financial Corporation Ltd - Tax Free Bonds of ₹ 1,000,000 each (maturity at August 30, 2028)	100	1,175	100	1,118	100	1,111
8.12% Rural Electrification Corporation Ltd - Tax Free Bonds of ₹ 1,000 each (maturity at March 27, 2027)	250,000	2,838	-	-	-	-
8.20% Housing and Urban Development Corporation Ltd - Tax Free Bonds of ₹ 1,000 each (maturity at March 05, 2027)	100,000	1,140	-	-	-	-
7.39% National Highways Authority of India - Tax Free Bonds of ₹ 1,000 each (maturity at March 09, 2031)	100,000	1,103	-	-	-	-
8.46% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000,000 each (maturity at August 30, 2028)	50	588	-	-	-	-
8.48% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000,000 each (maturity at September 05, 2028)	50	589	-	-	-	-
	2,128,289	31,934	1,458,189	21,796	100,100	2,255
Mutual funds (unquoted)						
ICICI Prudential Income - Regular Plan	1,699,742	888	1,699,742	789	3,523,392	1,546
ICICI Prudential Short Term - Regular Plan	2,447,841	835	2,447,841	758	2,447,841	701
ICICI Prudential Long Term Gilt Fund - Regular Plan	2,528,874	1,434	2,528,874	1,267	2,528,874	1,196
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular Plan	7,257,842	2,414	7,257,842	2,122	7,257,842	1,998
ICICI Prudential Banking and PSU Debt Fund	11,235,892	2,108	-	-	-	-
ICICI Prudential FMP Series 69-433 Days Plan E - Direct Plan - Cumulative Option	-	-	7,500,000	953	7,500,000	879
ICICI Prudential FMP Series 68-369 Days Plan K - Regular Plan - Cumulative Option	-	-	21,930,025	2,794	21,930,025	2,579
ICICI Prudential FMP Series 68-369 Days Plan I - Direct Plan - Cumulative Option	-	-	12,500,000	1,597	12,500,000	1,473
ICICI Prudential Fixed Maturity Plan - Series 79 - 1120 Days Plan J Cumulative Option	16,350,000	1,721	-	-	-	-
ICICI Prudential Fixed Maturity Plan - Seires 79 - 1106 Days Plan M Cumulative Option	8,672,849	907	-	-	-	-
Kotak FMP Series 163 (1100 Days) - Direct Plan - *	14,000,000	1,761	14,000,000	1,623	14,000,000	1,496
Kotak FMP Series 157 (370 Days) - Direct Plan - *	15,000,000	1,908	15,000,000	1,767	15,000,000	1,633
Kotak FMP Series 160 - Direct Plan	10,000,000	1,285	10,000,000	1,187	10,000,000	1,095
Kotak FMP Series 106 - Direct Plan	10,000,000	1,371	10,000,000	1,273	10,000,000	1,173
Kotak FMP Series 111 - Direct Plan	-	-	10,000,000	1,271	10,000,000	1,173

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs
Kotak FMP series 112 - Direct Plan	-	-	10,000,000	1,269	10,000,000	1,169
HDFC Gilt Fund Long term - Regular Plan	7,056,167	2,381	7,056,167	2,135	7,056,167	2,007
HDFC Short Term Opportunities Fund - Regular Plan	14,123,197	2,540	14,123,197	2,333	14,123,197	2,152
HDFC Medium Term Opportunities Fund - Regular Plan	11,285,414	2,044	-	-	-	-
HDFC FMP 1143D July 2013 (1) Series 27 - Regular Plan	10,000,000	1,374	10,000,000	1,277	10,000,000	1,180
HDFC FMP 371D February 2014 (2) Series 29 - Direct Plan	10,919,216	1,417	10,919,216	1,311	10,919,216	1,208
IDFC Banking Debt Fund - Regular Plan	18,249,341	2,542	18,249,341	2,373	18,249,341	2,187
IDFC Corporate Banking Fund - Regular Plan	16,697,302	1,865	-	-	-	-
SBI Debt Fund Series - A 26 - 682 Days - Direct Plan	15,000,000	1,890	15,000,000	1,761	15,000,000	1,622
Reliance Medium Term Fund - Plan - Option	-	-	1,934,166	607	-	-
Reliance Arbitrage Advantage Fund - Plan	6,693,261	1,123	6,693,261	1,056	-	-
Reliance Yearly Interval Fund - Series 9 - Direct Plan	10,775,000	1,458	10,775,000	1,352	12,886,005	1,494
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan	9,141,436	1,177	9,141,437	1,088	-	-
Reliance Fixed Horizon Fund - XXVI - Series 9 - Direct Plan	11,500,000	1,471	11,500,000	1,359	11,500,000	1,254
Reliance Banking & PSU Debt Fund- Plan - Option	15,624,663	1,842	-	-	-	-
Reliance Fixed Horizon Plan- XXX - Series 13 - Plan	20,000,000	2,196	20,000,000	2,013	-	-
Reliance Fixed Horizon Plan- XXX1 - Series 9 - Plan	12,000,000	1,255	-	-	-	-
Religare Invesco FMP - Series XIX - Plan C (367 days) - Direct Plan	-	-	15,000,000	1,911	15,000,000	1,762
Birla Sun Life Income Plus - Regular Plan	3,259,221	2,389	3,259,221	2,153	3,259,221	2,057
Birla Sun Life Short Term Fund - Regular Plan	4,126,698	2,569	4,126,698	2,347	4,126,698	2,159
Birla Sunlife Interval Income Fund - Annual Plan IX - Direct Plan	-	-	20,000,000	2,518	20,000,000	2,330
Birla Sun Life Fixed Term Plan - Series KF (1140 days) - Direct Plan	11,172,129	1,446	11,172,129	1,344	-	-
Birla sunlife Fixed term plan -Series KI (1099 Days) - Direct Plan	11,000,000	1,419	11,000,000	1,319	-	-
UTI Banking & PSU Debt Fund - Regular Plan	3,775,180	504	-	-	-	-
UTI Banking & PSU Debt Fund - Direct Plan	7,601,268	1,019	-	-	-	-
UTI Short term Income Fund -Institutional Option	7,947,452	1,585	7,947,451	1,445	7,947,451	1,337
UTI Fixed Term Income Fund Series XIX-VIII (368 days) - Direct Plan	10,000,000	1,256	10,000,000	1,163	10,000,000	1,069
UTI FTIF Series XXV-V (1100 Days)- Regular Plan	10,000,000	1,049	-	-	-	-
Axis Banking & PSU Debt Fund - Direct Plan	170,706	2,575	170,706	2,381	170,706	2,192
L&T FMP - VII (July1189D A) - Direct Plan	-	-	5,000,000	658	5,000,000	606
L&T FMP Series 8 - Plan G (1132 Days) - Direct Plan	-	-	9,026,330	1,152	9,026,330	1,062
ICICI Prudential FMP series 63 - 3 years plan M Cumulative option	-	-	-	-	20,000,000	2,507
HDFC Banking and PSU Debt Fund - Regular Option	-	-	-	-	26,491,308	2,922
Reliance Money Manager Fund- Direct Plan	-	-	-	-	259,880	5,017
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan - Plan	-	-	-	-	9,141,437	1,002
Birla sunlife Fixed term plan -Series KI (1099 Days)- Direct Plan	-	-	-	-	11,000,000	1,216
Birla sunlife Fixed term plan -Series KF (1099 Days)- Direct Plan	-	-	-	-	11,172,129	1,239
DWS premier bond fund	-	-	-	-	5,313,948	1,198
JP Morgan India Income Fund Series 301	-	-	-	-	50,000,010	6,207
	357,310,690	59,018	356,958,642	55,726	434,331,016	67,097
Total non current investments	359,440,080	90,997	358,417,931	77,567	434,432,116	69,397
Aggregate book value and market value of quoted investments		31,934		21,796		2,255
Aggregate value of unquoted investments		59,018		55,726		67,097
Aggregate value of impairment		-		-		-

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

Current investments

(₹ in lacs unless otherwise stated)

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs
Investments at fair value through profit or loss						
Liquid mutual funds units (unquoted)						
ICICI Prudential Money Market Fund	627,147	1,407	-	-	-	-
ICICI Prudential Liquid fund	135,727	326	-	-	-	-
Kotak Floater Short Term - Direct Plan	38,125	1,018	-	-	-	-
Kotak Floater Short Term - Regular Plan	37,797	1,007	-	-	-	-
HDFC Liquid Fund - Regular Plan	-	-	67,203	2,006	-	-
Birla Sun Life Floating Rate Fund - Regular Plan	327,675	708	-	-	1,450,235	2,702
HDFC Cash Management Fund - Savings Plan	-	-	-	-	34,338,655	10,021
Birla Sun Life Cash Plus	-	-	-	-	1,013,473	2,273
Reliance Liquid Fund -Treasury Plan	25,465	1,007	-	-	-	-
	1,191,936	5,473	67,203	2,006	36,802,363	14,996
Total current investments	1,191,936	5,473	67,203	2,006	36,802,363	14,996
Aggregate value of unquoted investments		5,473		2,006		14,996

Notes:

All the investments in mutual funds have been made in growth plans.

*The investment in Kotak FMP Series 157 (370 Days) - Direct Growth and Kotak FMP Series 163 (1100 Days) - Direct Growth subject to lien against overdraft facility of ₹ 250 lacs availed by the Company from HDFC Bank utilization till March 31, 2017: ₹ Nil (March 31, 2016: ₹ Nil)

6: Deposits

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(Unsecured, considered good unless otherwise stated)			
Deposits with body corporates and others			
Non-current	1,213	1,201	667
Current	217	86	338
Loans to employees			
Current	127	82	111
	1,557	1,369	1,116
Non-current	1,213	1,201	667
Current	344	168	449
Total deposits	1,557	1,369	1,116

7: Income Taxes

The major components of income tax expense are:

Statement of profit and loss:

(₹ in lacs unless otherwise stated)

Profit or loss section	As at March 31, 2017	As at April 1, 2015
Current income tax:		
Current income tax charge	3,258	5,451
Deferred tax**:		
Relating to origination and reversal of temporary differences	256	(412)
Income tax expense reported in the statement of profit or loss	3,514	5,039

** Includes tax credit recoverable on account of minimum alternate tax (MAT) of ₹ 2,936 lacs during years ended March 31, 2017 (March 31, 2016 : Nil)

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

Profit or loss section	As at March 31, 2017	As at April 1, 2015
OCI section		
Current tax related to items recognised in OCI during the year:		
Capital reserve on business combination (note 32)	25	-
Deferred tax related to items recognised in OCI during the year:		
Capital reserve on business combination (note 32)	(25)	-
Remeasurements of defined benefit plans	23	58
Income tax charged to OCI	23	58

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2017 and March 31, 2016:

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Accounting profit before income tax	15,648	19,313
Enacted tax rates in India	34.61%	34.61%
Computed tax expense	5,415	6,684
Increase/(reduction) in taxes on account of:		
Non Taxable income from tax free bonds	(726)	(570)
Non-deductible expenses for tax purposes	177	83
Effect of different tax rate on capital gains	(869)	(993)
Tax reduction due to indexation benefit on long term capital assets	(483)	(166)
	(1,901)	(1,646)
Income tax expensed reported in the statement of profit or loss	3,514	5,038

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred tax:			
Deferred tax relates to the following:			
Deferred Tax Assets			
Effect of expenses debited to P&L in current but allowed for tax purpose in following years	7	42	103
Effect of lease accounting	245	192	163
Effect of ESOP accounting	622	510	226
Revenue accounted in current year but taxed in earlier years	-	802	-
Effect of brought forward losses from demerged undertaking (note 32)	959	-	-
Effect of tax credit arising on Minimum alternate tax	2,978	-	-
Deferred Tax Liabilities			
Depreciation	(1,064)	(624)	(242)
Effect of gratuity	-	(58)	-
Fair value gain on financial instruments at FVTPL	(1,353)	(884)	(625)
Net deferred tax assets/(liabilities)	2,394	(20)	(375)
Reflected in the balance sheet as follows:			
Deferred tax assets	4,811	1,546	492
Deferred tax liabilities	(2,417)	(1,566)	(867)
Deferred tax assets (net)	2,394	-	-
Deferred tax liabilities (net)	-	20	375

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority

8: Other assets

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Capital advances	40	2,626	1,193
Prepaid lease rent	306	382	250
Prepaid expenses	1,153	847	811
Prepaid gratuity (note 28)	24	-	-
Advance to vendors	1,126	431	462
Other receivables	6	16	-
Service tax input credit	269	255	181
Income tax refund receivable	149	149	149
Total other assets	3,073	4,706	3,046
Non-current	634	3,198	1,679
Current	2,439	1,508	1,367
Total other assets	3,073	4,706	3,046

9: Cash and cash equivalents

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with banks:			
- On current accounts	5,211	3,291	4,089
On unpaid dividend accounts*	1	1	16
In public issue refund account**	7	7	8
Cash on hand	-	12	63
Cheques on hand	26	45	24
Total cash and cash equivalents	5,245	3,356	4,200

* 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.

10: Bank balance other than cash and cash equivalents

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Bank Deposits (having remaining maturity of less than 1 year)	7	7	6
Total bank balance other than cash and cash equivalents	7	7	6

11: Other financial assets

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Current			
Interest accrued but not due on tax free bonds	493	229	66
	493	229	66

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

12: Equity Share capital

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Authorised share capital			
100,000,000 (March 31, 2016: 100,000,000, April 1, 2015: 100,000,000) equity shares of ₹ 10/- each	10,000	10,000	10,000
1,200,000 (March 31, 2016: 1,200,000, April 1, 2015: 1,200,000) preference shares of ₹ 10/- each*	120	120	120
	10,120	10,120	10,120

* For scheme of arrangement refer note 32

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Issued, subscribed and fully paid up			
69,538,452 (March 31, 2016: 69,473,611, April 1, 2015: 70,492,745) equity shares of ₹ 10/- each	6,954	6,947	7,049
Total issued, subscribed and fully paid up share capital	6,954	6,947	7,049

(i) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of the equity share is entitled to one vote per share. The Company declares and pays dividends in ₹. The dividend proposed by the board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting. 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 in proportion to the number of equity shares held by the shareholders.

(ii) Reconciliation of number of the equity shares outstanding at the beginning and at the end of the year

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of shares	₹ in lacs	No of shares	₹ in lacs	No of shares	₹ in lacs
Equity shares						
At the beginning of the year	69,473,611	6,947	70,492,745	7,049	70,150,550	7,015
Equity shares allotted pursuant to exercise of ESOP	64,841	7	42,365	4	342,195	34
Shares extinguished pursuant to bought back	-	-	(1,061,499)	(106)	-	-
	69,538,452	6,954	69,473,611	6,947	70,492,745	7,049

(iii) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of shares	% holding in the class	No of shares	% holding in the class	No of shares	% holding in the class
Equity shares of INR 10 each fully paid						
Mr. V. S. S. Mani	20,219,245	29.08%	19,515,340	27.68%	19,774,011	28.19%
Nalanda India Equity Fund Limited	7,020,323	10.10%	7,020,323	9.96%	-	-
Saif II Mauritius Company Limited	5,967,508	8.58%	5,000,188	7.09%	6,061,687	8.64%
Matthews Pacific Tiger Fund	3,557,718	5.12%	-	-	-	-

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

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.

(iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Bonus share			
Equity shares allotted as fully paid up bonus shares	11,377,025	11,377,025	62,293,935
b) Buyback of shares			
Number of shares bought back	1,061,499	1,061,499	-

In addition the company has issued total 1,017,348 shares (March 31, 2016: 952,507) 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.

(v) Distribution made and proposed

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Cash dividends on equity shares declared and paid:			
Final dividend paid during the year ended on March 31, 2017: Nil (March 31, 2016: ₹ 2 per share)	-	1,410	-
Dividend distribution tax on final dividend	-	287	-
	-	1,697	-
Proposed dividends on equity shares:			
Final dividend for the year ended on March 31, 2017: Nil, March 31, 2016: Nil (March 31, 2015: ₹ 2 per share)	-	-	1,410
Dividend distribution tax on proposed dividend	-	-	287
	-	-	1,697

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including Dividend distribution tax thereon) as at March 31.

(vi) Shares reserved for issue under options

For details of shares reserved for issue under the ESOP of the company, refer note 29.

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

13: Other financial liabilities

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Lease obligations	726	527	459
Salary and reimbursements payable	3,755	3,844	3,143
Other payables for Property, plant & equipment	27	67	61
Other Payables	*	*	-
Investor Education and Protection Fund will be credited by following amounts (as and when due)			
Share application money refundable	7	7	8
Unclaimed dividend	1	1	16
Share issue expenses payable	-	-	5
Deposit from franchisees	1	1	1
Total other financial liabilities	4,517	4,447	3,693
Non-current	667	456	400
Current	3,850	3,991	3,293
	4,517	4,447	3,693

* Represents amount less than ₹ 1 lac

14: Provision for employee benefits

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Gratuity (note 28)	-	58	-
Compensated absences	489	404	320
Total Provision for employee benefits	489	462	320
Non-current	337	275	-
Current	152	187	320
	489	462	320

15: Trade payables

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Trade payables - Micro & small enterprises (refer note 31)	-	-	-
Trade payables - Other than micro & small enterprises	1,371	1,963	1,376
Total trade payables	1,371	1,963	1,376

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled as and when demanded/ due basis

For explanations on the Company's credit risk management processes, refer to note 34.

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

16: Other current liabilities

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Taxes and other statutory dues	353	166	447
Tax deducted at source payable	586	399	556
Service tax payable	1	1	-
Interest on Income Tax Payable	157	-	-
Total other current liabilities	1,097	566	1,003

17: Deferred revenue

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred revenue			
At the beginning of the year	23,443	21,023	16,184
Deferred during the year	75,848	69,186	63,819
Released to the statement of profit and loss	(71,861)	(66,766)	(58,980)
Outstanding at the end of the year	27,430	23,443	21,023

18: Revenue from operations

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Sale of search related services	69,729	65,615
Sale of software services	1,252	-
Other operating revenue	880	1,151
Total revenue from operations	71,861	66,766

19: Other income

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Dividend income	-	44
Profit on sale of investments		
Mutual funds	3,559	3,320
Fair value gain on financial instruments at fair value through profit or loss ("FVTPL")		
Mutual funds	1,214	1,824
Tax free bonds	1,399	270
Other non-operating income		
Profit on sale of Property plant & equipments (net)	4	-
Excess provision reversal of earlier years	339	350
Exchange difference (net)	1	-
Miscellaneous income	30	518
Total other income	6,546	6,326

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

20: Finance income

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Interest income from financial assets at amortized cost	1	3
Interest income from financial assets at FVTPL	2,098	1,614
Unwinding of financial instruments (Notional Income on Security Deposits)	61	60
Total finance income	2,160	1,677

21: Employee benefits expense

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Salaries, wages and bonus	40,656	33,674
Contribution to provident fund and other funds	930	982
Employee stock compensation expenses (refer note 29)	1,594	2,171
Gratuity expense (refer note 28)	234	515
Staff welfare expenses	674	651
Total employee benefits expense	44,088	37,993

22: Depreciation and amortisation (refer note 3 and 4)

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Depreciation of property, plant and equipment	3,804	2,844
Amortization of intangible assets	210	266
Total depreciation and amortisation	4,014	3,110

23: Other expenses

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Advertising and sales promotion	3,211	2,528
Rent	3,069	2,265
Internet and server charges	2,001	2,113
Communication costs	1,959	2,269
Data base and content charges	1,537	223
Repairs and maintenance	1,373	1,207
Power and fuel	1,205	1,064
Rates and taxes	374	56
Legal and professional fees	365	593
Office expenses	344	291
Collection charges	305	257
Printing and stationery	214	273
Travelling and conveyance	212	225
Administrative and support services	131	128
Recruitment expenses	91	108
Corporate social responsibilities expenditure (note 25)	71	60
Payment to auditor (note 24)	62	70

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Sundry balance written off	16	267
Insurance	15	9
Directors sitting fees	12	6
Donation	7	19
Miscellaneous expenses	243	322
Total Other Expenses	16,817	14,353

24: Payment to Auditor

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
As auditor:		
Audit fee	41	41
Limited review fee	14	14
Tax audit fee	4	5
In other capacity:		
Other Services (certification fees)	3	10
Re-imbursment of expenses	-	1
Total payment to auditor	62	71

25: Expenditure on Corporate Social Responsibility (CSR)

The particulars of CSR expenditure are as follows:

- Gross amount required to be spent by the Company during the year is ₹ 369 lacs (March 31, 2016: ₹ 303 lacs)
- Amount spent during the year on:

(₹ in lacs unless otherwise stated)

Particulars	Year ended March 31, 2017			Year ended March 31, 2016		
	In Cash	Yet to be paid in Cash	Total	In Cash	Yet to be paid in Cash	Total
i) Construction/acquisition of any asset	-	-	-	-	-	-
ii) On purposes other than above	71	-	71	60	-	60
Total	71	-	71	60	-	60

26: Earnings per share

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Profit attributable to equity shareholders	12,134	14,274
Weighted average number of Equity shares for basic EPS	69,498,988	70,480,944
Effect of dilution:		
Share options	441,442	589,563
Weighted average number of equity shares adjusted for the effect of dilution	69,940,430	71,070,507
Basic earnings per share (in ₹)	17.46	20.25
Diluted earnings per share (in ₹)	17.35	20.08

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

27: Related Party Disclosures

Name of Related Parties with relationship during the year

Related Party where control exists

Subsidiary Company

Just Dial Inc, Delaware, United States of America

JD International Pte Ltd, Singapore

Related Parties under Ind AS 24 with whom transactions have taken place during the year

Key Management Personnel

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

Mr. V. Krishnan - Whole-time Director

Mr. Ramani Iyer - Whole-time Director

Mrs. Anita Mani - Director

Mr. B. Anand - Chairman Independent and Non-Executive Director

Mr. Sanjay Bahadur - Independent and Non-Executive Director

Mr. Malcom Monterio - Independent and Non-Executive Director

Mr. Pulak Chandan Prasad - Independent and Non-Executive Director

Mr. Ramkumar Krishnamachari - Chief Financial Officer

Mr. Sachin Jain - Company Secretary

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

Just Dial Global Private Limited

* Persons having significant influence on the company

Transactions with Related Parties

(₹ in lacs unless otherwise stated)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
1 Subsidiary		
Administrative and support services availed from Just Dial Inc, Delaware, United States of America	131	128
Expenses incurred on behalf of JD International Pte Ltd	3	3
2 Key Management Personnel		
A (i) Remuneration		
Mr. V. S. S. Mani (including rent free accommodation)	166	176
Mr. V. Krishnan (including rent free accommodation)	179	160
Mr. Ramani Iyer	165	159
Mr. Ramkumar Krishnamachari (including ESOP expense)	183	181
Mr. Sachin Jain (including ESOP expense)	61	60
(ii) Sitting Fees		
Mr. B. Anand	11	9
Mr. Sanjay Bahadur	10	9
Mr. Malcom Monterio	12	8
	787	762
B Lease Rent		
Mr. V. S. S. Mani	-	1
Mrs. Anita Mani	-	1

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
C Purchase of Property		
Mr. V. S. S. Mani	-	450
Mrs. Anita Mani	-	450
D Refund of Security Deposits		
Mr. V. S. S. Mani	-	9
Mrs. Anita Mani	-	9
E Buyback of Shares		
Mr. V. S. S. Mani	-	4,009
Mrs. Anita Mani	-	127
Mr. Ramani Iyer	-	246
Mr. V. Krishnan	-	235
Mr. Ramkumar Krishnamachari	-	6
Mr. Sachin Jain	-	1
F Advance given		
Mr. Ramkumar Krishnamachari	30	-
G Advance recovered		
Mr. Ramkumar Krishnamachari	2	7
H Dividend Paid		
Mr. V. S. S. Mani	-	395
Mrs. Anita Mani	-	13
Mr. Ramani Iyer	-	24
Mr. V. Krishnan	-	27
Mr. Ramkumar Krishnamachari	-	1
Mr. Sachin Jain	-	-
3 Enterprises owned or significantly influenced by Key Management Personnel		
A Purchase of Investment		
JD International Pte Ltd	-	0
B Business Combination: Scheme of arrangement with Just Dial Global Private Limited		
Acquisition of Data and Information undertaking from Just Dial Global Private Limited	*	

* Refer note 32

Balance outstanding at the year end

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
1 Subsidiary Company			
Payable towards administrative and support services- Just Dial Inc, Delaware, United States of America	63	25	25
Payable towards Share Capital -JD Singapore	0 *	0 *	-
Receivable towards reimbursable expenses - JD International Pte Ltd	6	3	-
2 Key Management Personnel			
A Remuneration Payable			
Mr. V. S. S. Mani	13	18	20
Mr. V. Krishnan	6	7	13

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Mr. Ramani Iyer	14	20	25
Mr. Ramkumar Krishnamachari	5	9	9
Mr. Sachin Jain	3	2	2
B Lease Rent Payable			
Mr. V. S. S. Mani	-	0 *	-
Mrs. Anita Mani	-	0 *	-
C Advances given			
Mr. Ramkumar Krishnamachari	28	-	7
D Security Deposit given			
Mr. V. S. S. Mani	-	-	9
Mrs. Anita Mani	-	-	9

* Represents amounts less than ₹ 1 lac

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Compensation including sitting fees of key management personnel of the Company		
Nature of transaction / relationship		
Short-term employee benefits	674	733
ESOP expenses	80	98
Total compensation paid to key management personnel	754	831

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

28: Gratuity and other post-employment benefit plans

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
I) Defined Contribution plan			
An amount pertaining to provident fund of ₹ 714 lacs is recognized as an expense and included in Note 21 (March 31, 2016 - ₹ 646 lacs)			
II) Defined Benefit plan			
The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.			
The following tables summarise the components of net gratuity benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.			
Balance Sheet			
Gratuity (assets) / liabilities	(24)	58	(0)

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

Changes in the defined benefit obligation (“DBO”) and fair value of plan assets as at March 31, 2017:

(₹ in lacs unless otherwise stated)

	Defined benefit obligation	Fair value of plan assets	Benefit liability
Gratuity cost charged to profit or loss:			
As at April 1, 2016	1,433	1,374	58
Service cost	240	-	240
Net interest expense	109	116	(7)
Sub-total included in profit or loss	349	116	233
Benefits paid	(231)	(231)	-
Remeasurement gains/(losses) in other comprehensive income:			
Return on plan assets (excluding amounts included in net interest expense)	-	(42)	42
Actuarial changes arising from changes in financial assumptions	88	-	88
Experience adjustments	(237)	-	(237)
Sub-total included in OCI	(149)	(42)	(107)
Contributions by employer	-	208	(208)
As at March 31, 2017	1,402	1,425	(24)

Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2016:

(₹ in lacs unless otherwise stated)

	Defined benefit obligation	Fair value of plan assets	Benefit liability
Gratuity cost charged to profit or loss:			
As at April 1, 2015	1,103	1,103	-
Service cost	531	-	531
Net interest expense	86	101	(15)
Sub-total included in profit or loss	617	101	516
Benefits paid	(90)	(90)	-
Remeasurement gains/(losses) in other comprehensive income:			
Actuarial changes arising from changes in demographic assumptions	2	-	2
Actuarial changes arising from changes in financial assumptions	-	(29)	29
Experience adjustments	(199)	-	(199)
Sub-total included in OCI	(197)	(29)	(168)
Contributions by employer	-	289	(289)
As at March 31, 2016	1,433	1,374	59

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
The major categories of plan assets of the fair value of the total plan assets are as follows:			
Insurer Managed Funds	1,425	1,374	1,103
The principal assumptions used in determining gratuity obligations are shown below:			
Discount rate	6.55%	7.74%	7.24%
Future salary increases	7.00%	7.00%	7.00%
Salary Increase frequency	Once a year	Once a year	Once a year
Expected remaining working lives of employees (years)			
Retirement age (Years)	58	58	58
Expected return on assets	6.55%	8.35%	9.00%
Withdrawal Rate	0% to 57% depending on the age and designation	0% to 57% depending on the age and designation	0% to 57% depending on the age and designation

A quantitative sensitivity analysis for significant assumption as at March 31, 2017 is as shown below:

(₹ in lacs unless otherwise stated)

Sensitivity Analysis	March 31, 2017
	Stressed DBO
Discount rate (- 0.5%)	1,441
Discount rate (+ 0.5%)	1,362
Salary Escalation Rate (- 0.5%)	1,368
Salary Escalation Rate (+ 0.5%)	1,433

(₹ in lacs unless otherwise stated)

Sensitivity Analysis	March 31, 2017
	Stressed DBO
Discount rate (- 1%)	1,512
Discount rate (+ 1%)	1,361
Salary Escalation Rate (- 1%)	1,339
Salary Escalation Rate (+ 1%)	1,548

Methods and assumptions used in preparing sensitivity and their limitations: The liability was projected by changing certain assumptions and the total liability post the change in such assumptions have been captured in the table above. This sensitivities are based on change in one single assumption, other assumptions being constant. In practice, scenario may involve change in several assumptions where the stressed defined benefit obligation may be significantly impacted.

The following payments are expected contributions to the defined benefit plan in future years

(₹ in lacs unless otherwise stated)

	March 31, 2017	March 31, 2016
Within the next 12 months (next annual reporting period)	275	295
Total expected payments	275	295

The average duration of the defined benefit plan obligation at the end of the reporting period is 3.66 years (March 31, 2016: 3.5 years)

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

29: Employee stock options plan (ESOP)

The Company has provided various equity settled share-based payment schemes to its employees. The details of the ESOP schemes are as follows:

Particulars	Pool	Number of options granted	Vesting period	Vesting Conditions	
ESOP Scheme 2010	Pool V	82,936	4 Years	25% vests every year from the grant date subject to continuance of services	
	Pool VI	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	
		155,176	4 Years		
		138,525	4 Years		
10,311	4 Years				
ESOP Scheme 2013	Pool I	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	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	
		3,100	5 Years		
		11,300	5 Years		
	Pool III	17,824	2 Years	50% & 50% vests in each of the first 2 years from the date of the grant subject to continuance of services	
		24,000	2 Years		
		5,000	2 Years	50%, 50% vests in each of first 2 years from the date of the grant subject to continuance of services	
	Pool IV	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	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
			31,313	7 Years	
Pool II		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	
		91,682	5 Years		
		4,672	5 Years		
		109,888	5 Years		
Pool III		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	
ESOP Scheme 2016	Pool I	613,176	4 Years	0%, 30%, 30%, 40%, vests in each of 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.

The carrying amount of Employee stock options reserve as at March 31, 2017 is ₹ 3,773 lacs (March 31, 2016 - ₹ 3,103 Lacs, April 01, 2015 - ₹ 1,540 lacs)

The expense recognised for employee services received during the year is ₹ 1,594 lacs (March 31, 2016 - ₹ 2,171 lacs)

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

The following table list the inputs to the Black Scholes Models used for the options granted during the year ended March 31, 2017 and March 31, 2016

Particulars	Year ended March 31, 2017		Year ended March 31, 2016		
	ESOP Scheme 2013	ESOP Scheme 2016	ESOP Scheme 2013		ESOP Scheme 2014
	Pool III	Pool I	Pool II	Pool III	Pool II
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%	0.00%
Expected volatility (%)	72.85%	53.41%	67.98%	72.40%	51.85%
Risk free interest rate (%)	7.48%	6.78%	7.62%	7.59%	7.75%
Spot price (₹)	750.80	550.00	751.47	645.10	1,139.20
Exercise Price (₹)	80	410	80	80	80
Expected life of options granted in the year	4	4	5	3	5
Fair value (₹)	686.00	317.00	699.27	581.00	1,083.00

The details of activity under Pool 6 of ESOP Scheme 2010 have been summarized as below:

Particulars	Year ended March 31, 2017		Year ended March 31, 2016	
	Number of options	Weighted Average Exercise Price(₹)	Number of options	Weighted Average Exercise Price(₹)
Outstanding at the beginning of the year	3,336	80	5,301	67
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	(1,965)	67
Outstanding at the end of the year	3,336	80	3,336	80
Exercisable at the end of the year	3,336	80	3,336	80
Weighted average remaining contractual life (in years)	5		6	
Weighted average fair value of options granted on the date of grant	44		44	

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

Particulars	Year ended March 31, 2017				Year ended March 31, 2016			
	Pool I	Pool II	Pool III	Pool IV	Pool I	Pool II	Pool III	Pool IV
Outstanding at the beginning of the year	49,475	39,946	32,362	161,708	65,750	29,381	16,724	235,045
Granted During the year	-	-	5,000	-	-	14,400	24,000	-
Forfeited during the year	(3,250)	(6,270)	-	(16,306)	(10,400)	(1,000)	-	(61,591)
Exercised During the year	(11,050)	(3,427)	(8,112)	(11,115)	(5,875)	(2,835)	(8,362)	(11,746)
Outstanding at the end of the year	35,175	30,249	29,250	134,287	49,475	39,946	32,362	161,708
Exercisable at the end of the year	-	1,593	12,250	360	200	-	-	-
Weighted average remaining contractual life (in years)	8	9	7	9	9	10	8	10
Weighted average fair value of options on the date of grant	1,552.35	1,274.98	957.00	1,565.72	1,552.35	1,274.98	990.38	1,565.72

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The details of activity under ESOP Scheme 2014 with an exercise price of ₹ 80 have been summarised below:

Particulars	Year ended March 31, 2017			Year ended March 31, 2016		
	Pool I	Pool II	Pool III	Pool I	Pool II	Pool III
Outstanding at the beginning of the year	104,855	191,616	9,000	119,341	107,547	10,000
Granted During the year	-	-	-	-	114,560	-
Forfeited during the year	(9,402)	(25,863)	-	(10,139)	(24,256)	-
Exercised During the year	(7,651)	(21,486)	(2,000)	(4,347)	(6,235)	(1,000)
Outstanding at the end of the year	87,802	144,267	7,000	104,855	191,616	9,000
Exercisable at the end of the year	890	2,452	-	1,081	2,752	-
Weighted average remaining contractual life (in years)	10	9	8	11	10	9
Weighted average fair value of options on the date of grant	1,497.48	1,176.62	1,581.55	1,497.48	1,176.62	1,581.55

The details of activity under ESOP Scheme 2016 with an exercise price of ₹ 410 have been summarised below:

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	Pool I	Pool I
	Number of options	Number of options
Outstanding at the beginning of the year	-	-
Granted During the year	613,176	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	613,176	-
Exercisable at the end of the year	-	-
Weighted average remaining contractual life (in years)	10	-
Weighted average fair value of options on the date of grant	316	-

Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 431 (March 31, 2016 ₹ 900)

30: Commitment and Contingencies

A. Leases

Operating lease commitments — Company as lessee

Office premises are obtained on operating lease. The lease rent is payable as per the terms of the lease agreements. The lease terms are different for each of the leases ranging from 1 year to 9 years.

The company has paid ₹ 3,043 lacs (March 31, 2016: ₹ 2,261 lacs) during the year towards minimum lease payment.

Future minimum rentals payable under operating leases are as follows:

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Within one year	2,514	2,252	1,871
After one year but not more than five years	8,388	6,503	5,404
More than five years	1,677	1,085	640
Total	12,579	9,840	7,915

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

B. Commitments

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
i) Estimated amount of contracts remaining to be executed on capital account and not provided for	240	1,522	3,722
ii) Other operating commitments	558	568	700
	798	2,090	4,422

C. Pending litigations

Contingent liabilities not provided for

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Claims against company not acknowledge as debts (refer note 1 below)	87	109	107
Income tax demands (refer note 2 below)	1	23	29
	88	132	136

- 1) There are certain cases against the company in the consumer court. The management believes that based on some legal/ technical advice from experts and that the ultimate outcome of these cases will not have a material/ adverse impact on the company's financial position and results of operations.
- 2) The Company is contesting the income tax demands and the management believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

Provision for other statutory liability

- i) At March 2015, the Company had a provision of ESIC liability of ₹ 303 lacs (pertaining to period April 2007 to September 2010) based on estimates and as per the provisions of the ESIC Act. Pursuant to the legal opinion obtained during the year March 31, 2016, the liability is time barred as per ESIC provision. Therefore the liability of ₹ 282 lacs has been written back during the year ended March 31, 2017 and based on the opinion a provision of ₹ 21 lacs on account of disputed liability has been retained. This provision will be adjusted/settled on completion of the assessment.
- ii) 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 ₹ 1 lac (March 31, 2016: ₹ 1 lac) was recorded as provision against such demand notices.
- iii) In respect of ongoing tax assessments, the outcome of which is considered probable, the Company has made aggregate provision of ₹ 45 lacs (March 31, 2016: ₹ 58 lacs)

31: 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, 2017 and March 31, 2016. 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.

Notes

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32: Business Combination: Scheme of arrangement with Just Dial Global Private Limited

During the year ended March 31, 2017, in order to consolidate and effectively utilise management, financial, administrative and technical resources and to derive operating and financial synergies, the Company ("Resulting Company") has entered in to the scheme of arrangement involving demerger of Data and Information undertaking ("Demerged undertaking") of Just Dial Global Private Limited ("JDGPL") and vesting of the same in the Resulting Company under section 230 to 232 of the Companies Act, 2013 (the "scheme").

The National Company Law Tribunal (NCLT) vide its order dated March 22, 2017 have approved the scheme,. The acquisition date of the Demerged Undertaking is March 22, 2017.

Pursuant to the scheme, all assets, liabilities, rights, business operations and activities forming part of the Demerged undertaking have been transferred to the Resulting Company at their respective Fair values as follows.

(₹ in lacs unless otherwise stated)

Particulars	₹ in lacs	₹ in lacs
Assets		
Property, plant and equipment's (net)	3	
Intangible assets	0	
Cash and cash equivalents	71	
Deferred tax assets on brought forward losses	2,588	
Other current assets	59	
		2,721
Less: Liabilities		
Trade Payable	4	-
Other Current Liabilities	2	
Provisions	1	-
		(7)
Net assets transferred		2,714

There are no contingent liabilities acquired in the scheme.

As a consideration for the value of net assets transferred, the Company shall issue 1 (One) 6% fully paid up Redeemable Preference Shares of ₹ 1 each in resulting Company for every 1 (One) Equity share of ₹ 10 each held in the demerged undertaking to the existing shareholders of the demerged undertaking as on the record date, aggregating to 1,125,068 shares of ₹ 1 each. Pending completion of formalities, the redeemable preference share has been disclosed as share suspense account under other equity. There is no contingent consideration payable on this acquisition.

The difference between fair value of consideration paid of ₹ 11 lacs and the fair value of net assets taken over of ₹ 2,714 lacs amounting to ₹ 2,701 lacs is recognised in OCI and accumulated in equity as Capital Reserve.

From the date of acquisition, Demerged undertaking has contributed ₹ Nil of revenue and ₹ Nil to the profit before tax of the Company. If the combination had taken place at the beginning of the year, revenue from operations would have been ₹ 71,865 lacs and the profit before tax for the Company would have been ₹ 15,626 lacs.

Pursuant to the merger, the Company has net cash flow of ₹ 71 lacs on account of acquisition of cash and cash equivalents of demerged company pursuant to the Scheme.

Pursuant to the scheme on April 25, 2017, the authorised preference share capital of the Company got altered from ₹ 120 lacs (1,200,000 Preference Shares of ₹ 10 each) to ₹ 120 lacs (12,000,000 Preference Shares of ₹ 1 each) as per the provisions of Sections 13, 61 and 64 of the Act or any other applicable provisions of the Act.

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

33: Financial Instruments - Accounting classification and fair value measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following table provides the fair value measurement hierarchy of the Group's financial assets and liabilities.

The carrying value and fair value of financial assets by categories as at March 31, 2017 were as follows:

(₹ in lacs unless otherwise stated)

Particulars	Carrying amount	Fair value	Fair value hierarchy		
			Level 1	Level 2	Level 3
Financial assets at fair value through profit or loss					
Non current investment in mutual funds	59,018	59,018	59,018	-	-
Non current investment in tax free bonds	31,934	31,934	-	31,934	-
Current investment in mutual funds	5,473	5,473	5,473	-	-
Total	96,425	96,425	64,491	31,934	-

The carrying value and fair value of financial assets by categories as at March 31, 2016 were as follows:

(₹ in lacs unless otherwise stated)

Particulars	Carrying amount	Fair value	Fair value hierarchy		
			Level 1	Level 2	Level 3
Financial assets at fair value through profit or loss					
Non current investment in mutual funds	55,726	55,726	55,726	-	-
Non current investment in tax free bonds	21,796	21,796	-	21,796	-
Current investment in mutual funds	2,006	2,006	2,006	-	-
Total	79,528	79,528	57,732	21,796	-

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

There have been no transfers between Level 1 and Level 2 during the year ended March 31, 2017 and March 31, 2016.

34: Financial risk management objectives and policies

The Company's financial risk management is an intergral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board of directors.

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market sensitive financial instruments including investments and deposits, receivables and payables.

The key risks include credit risk, interest rate risk and liquidity risk. The Board of directors reviews and agrees policies and procedures for management of these risks.

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

a) Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed, leading to a financial loss. The company is exposed to credit risk from its operating activities and from its security deposits to landlords. To manage this, the company periodically assesses the financial reliability of customers/landlords, taking into account the financial condition, current economic trends.

None of the financial instruments of the group result in material concentrations of credit risk. The company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure.

Financial assets

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks. Regarding other financial assets that are neither past due nor impaired, there were no indications as at March 31, 2017 (March 31, 2016 : no indications) that defaults in payment obligations will occur.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to finance income and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by continuous review of investment portfolio and portfolio exposure to instruments having lower credit rating, balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Company is not exposed to significant interest rate risk as at the respective reporting dates.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or meet its obligations as they fall due. The company's policy on liquidity risk is to maintain sufficient liquidity in the form of cash and investment in liquid mutual funds to meet the Company's operating requirements with an appropriate level of headroom. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in lacs unless otherwise stated)

As at March 31, 2017	On Demand	Less than 1 year	1 to 5 years	More than 5 years	Total
Operating lease obligation	-	58	667	-	725
Trade payables	-	1,371	-	-	1,371
Other financial liabilities (Note 13)	-	3,791	-	-	3,791
Total	-	5,220	667	-	5,887

(₹ in lacs unless otherwise stated)

As at March 31, 2016	On Demand	Less than 1 year	1 to 5 years	More than 5 years	Total
Operating lease obligation	-	71	456	-	527
Trade payables	-	1,963	-	-	1,963
Other financial liabilities (Note 13)	-	3,920	-	-	3,920
Total	-	5,954	456	-	6,410

Notes

forming part of the financial statements as at and for the year ended March 31, 2017

35: Capital management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's capital management is to ensure the going concern operation and to maintain an efficient capital structure to support the corporate strategy and maximise shareholder value.

The capital structure is governed by policies approved by the Board of Directors and is monitored by various metrics. The Company maintains focus on capital efficiency without incurring material indebtedness and have negative working capital and positive free cash flows. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2017 and March 31, 2016.

36: Details of Specified Bank Notes (SBN) held and transacted

The details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 pursuant to the requirement of Notification G.S.R 308 dated March 30, 2017 as mentioned below:

(₹ in lacs unless otherwise stated)

	SBN	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	331	1	332
Add: Permitted receipts	-	58	58
Less: Permitted payments	-	(1)	(1)
Less: Amount deposited in Banks	(331)	(57)	(388)
Closing cash in hand as on December 30, 2016	-	1	1

As per our report of even date
For **S. R. Batliboi & Associates LLP**
ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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 Financial Statements

Independent Auditors' Report

To the Members of Just Dial Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Just Dial Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS 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 Ind AS financial statements in terms of the requirement of the Companies Act, 2013 (the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity 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 the Companies (Indian Accounting Standard) Rules, 2015, as amended. 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 controls, 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in subparagraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS 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, 2017, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph 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 Ind AS 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 including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Indian Accounting Standard) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies incorporated in India, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company, since none of the subsidiaries are incorporated in India, no separate report on internal financial controls over financial reporting of the Holding Company is being issued; and

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, Refer Note 31(c) to the consolidated Ind AS financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2017;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company incorporated in India during the year ended March 31, 2017; and
 - iv. The Holding Company, incorporated in India, have provided requisite disclosures in Note 38 to these consolidated Ind AS financial statements as to the holding of Specified Bank Notes on November 08, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 08, 2016 to December 30, 2016. Based on our audit procedures and relying on the management representation of the Holding Company regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Holding Company.

Other Matter

- (a) We did not audit the financial statements and other financial information, in respect of one subsidiary, whose Ind AS financial statements include total assets of ₹ 8,800,219 as at March 31, 2017, and total revenues of ₹ 12,966,474 and net cash inflows of ₹ 802,702 for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections



(3) 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 auditors.

- (b) The accompanying consolidated Ind AS financial statements include unaudited financial statements and other unaudited financial information in respect of one subsidiary whose financial statements and other financial information reflect total assets of ₹ 182,330 as at March 31, 2017 and Nil revenue and net cash inflows of ₹ 4,642 for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these

financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership Number: 106406

Mumbai

May 19, 2017

Consolidated Balance sheet

as at March 31, 2017

(₹ in lacs unless otherwise stated)

	Notes	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	3	15,221	13,433	8,699
Capital work in progress		859	859	645
Intangible assets	4	386	449	516
Financial assets				
Investments	5	90,952	77,523	69,352
Deposits	6	1,222	1,211	677
Deferred tax assets (net)	7	2,394	-	-
Current tax assets (net)		860	860	603
Other non-current assets	8	636	3,199	1,678
Total non-current assets		112,530	97,534	82,170
Current assets				
Financial assets				
Investments	5	5,473	2,006	14,996
Cash and cash equivalents	9	5,257	3,360	4,216
Bank balance other than cash and cash equivalents	10	7	7	6
Deposits	6	345	168	450
Others	11	493	229	66
Other current assets	8	2,435	1,511	1,376
Total current assets		14,010	7,281	21,110
Total assets		126,540	104,815	103,280
Equity and Liabilities				
Equity				
Equity share capital	12	6,954	6,947	7,049
Other equity		83,576	67,002	68,456
Equity attributable to equity shareholders of parent		90,530	73,949	75,505
Non-current liabilities				
Financial Liabilities				
Other financial liabilities	13	667	456	400
Provision for employee benefits	14	337	275	-
Deferred tax liabilities (net)	7	-	20	375
Total non-current liabilities		1,004	751	775
Current liabilities				
Financial Liabilities				
Trade payable	15	1,334	1,928	1,361
Other financial liabilities	13	3,850	3,991	3,293
Other current liabilities	16	1,097	566	1,003
Deferred revenue	17	27,430	23,443	21,023
Liabilities for current tax (net)		1,143	-	-
Provision for employee benefits	14	152	187	320
Total current liabilities		35,006	30,115	27,000
Total equity and liabilities		126,540	104,815	103,280
Summary of significant accounting policies	2			

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/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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, 2017

(₹ lacs, except per share data and stated otherwise)

	Notes	Year ended March 31, 2017	Year ended March 31, 2016
Income			
Revenue from operations	18	71,861	66,766
Other income	19	6,544	6,326
Finance income	20	2,159	1,677
Total income		80,564	74,769
Expenses			
Employee benefits expense	21	44,088	37,993
Depreciation and amortisation expense	22	4,014	3,110
Other expenses	23	16,812	14,350
Total expense		64,914	55,453
Profit before tax		15,650	19,316
Tax expense:			
Current tax		3,258	5,451
Deferred tax		256	(412)
Income tax expense		3,514	5,039
Profit for the year		12,136	14,277
Other Comprehensive Income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Capital reserve on business combination (note 33)		2,703	-
Income tax effect			
Current tax		(25)	-
Deferred tax		25	-
		2,703	-
Re-measurement gains on defined benefit plans		107	168
Income tax effect		(23)	(58)
		84	110
Other comprehensive income (OCI) for the year, net of tax		2,787	110
Total comprehensive income for the year attributable to equity shareholders of parent		14,923	14,387
Earnings per equity share (in ₹) - computed on the basis of profit for the year [Nominal value of shares ₹ 10]			
Basic	26	17.46	20.26
Diluted	26	17.35	20.09
Summary of significant accounting policies.	2		

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/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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 Cash Flows

for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Operating activities		
Profit before tax	15,650	19,316
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of property, plant and equipment	3,804	2,844
Amortisation of intangible assets	210	266
Employee stock compensation expense	1,594	2,171
(Gain)/loss on disposal of property, plant and equipment	(4)	3
Profit on sale of mutual funds	(3,559)	(3,320)
Finance income (including fair value change in financial instruments)	(2,613)	(2,094)
Interest income	(2,098)	(1,617)
Unwinding of financial instruments (Notional Income on Security Deposits)	(61)	(60)
Amortisation of deferred lease expense	65	66
Dividend Income	-	(44)
	12,988	17,531
Working capital adjustments:		
Increase in non current financial assets	(11)	(534)
(Increase)/decrease in current financial assets	(178)	282
Increase in other non-current assets	(22)	(89)
Increase in other current assets	(976)	(136)
Increase in non current other financial liabilities	211	56
Increase/(decrease) in current trade payables	(601)	563
Increase/(decrease) in and other financial liabilities	(109)	698
Increase/(decrease) in non current provisions	62	275
Decrease in current provisions	(34)	(133)
Increase/(decrease) in other non-financial liabilities	531	(436)
Increase in deferred revenue	3,987	2,420
	15,848	20,497
Income tax paid (net of refunds)	(2,220)	(5,715)
Net cash flows from operating activities (A)	13,628	14,782
Investing activities		
Purchase of property, plant and equipment (including CWIP)	(3,089)	(9,266)
Purchase of intangible assets	(146)	(200)
Proceeds from sale of property, plant and equipment	8	9
Purchase of non current investments	(42,150)	(49,149)
Sale/redemption of non current investments	31,425	59,425
Investment in bank deposit (with maturity more than three months)	(7)	(416)
Redemption/maturity of bank deposit (with maturity more than three months)	7	415
Cash acquired pursuant to business combination (Note 33)	71	-
Dividend Received	-	44
Interest received	2,098	1,616
Net cash flows from / (used in) investing activities (B)	(11,783)	2,478

Consolidated Statement of Cash Flows

for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Financing activities		
Proceeds from exercise of stock options (including premium)	52	34
Payment for buyback of equity shares	-	(16,453)
Dividend paid	-	(1,410)
Dividend distribution tax	-	(287)
Net cash flows from / (used in) financing activities (C)	52	(18,116)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	1,897	(855)
Cash and cash equivalents at the beginning of the year	3,360	4,216
Cash and cash equivalents at the end of the year (Note 9)	5,257	3,360
Summary of significant accounting policies.	2	

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/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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 Changes in Equity

for the year ended March 31, 2017

(₹ lacs, except per share data and stated otherwise)

Particulars	Equity share capital		Other Equity							Total equity		
	No of shares	Share capital	Share suspense account	Securities premium	Capital redemption reserve	General reserve	Employee stock options reserve	Foreign currency translation reserve	Capital reserve		Foreign currency translation reserve	Retained earnings
At April 1, 2015	70,492,745	7,049	-	25,114	-	2,595	1,540	-	8	-	39,199	68,456
Profit for the year	-	-	-	-	-	-	-	-	-	-	14,277	14,277
Foreign exchange difference on account of translation	-	-	-	-	-	-	-	-	-	-	-	-
OCI for the year	-	-	-	-	-	-	-	-	-	-	2	2
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	110	110
Cash dividends (note 12)	-	-	-	-	-	-	-	-	-	-	2	14,389
Dividend distribution tax (note 12)	-	-	-	-	-	-	-	-	-	-	(1,410)	(1,410)
Transfer to capital redemption reserve	-	-	-	-	106	(106)	-	-	-	-	(287)	(287)
Employee stock options plan (ESOP) compensation cost	-	-	-	-	-	-	2,171	-	-	-	-	-
Exercise of stock options	42,365	4	-	637	-	-	(608)	-	-	-	-	2,171
Buy back of equity shares	(1,061,499)	(106)	-	(16,347)	-	-	-	-	-	-	-	30
At March 31, 2016	69,473,611	6,947	-	9,405	106	2,489	3,103	-	8	2	51,889	67,002
Profit for the year	-	-	-	-	-	-	-	-	-	-	12,136	12,136
OCI for the year (note 33)	-	-	-	-	-	-	-	-	2,703	-	84	2,787
Total comprehensive income for the year	-	-	-	-	-	-	-	-	2,703	-	12,220	14,923
ESOP compensation cost	-	-	-	-	-	-	1,594	-	-	-	-	1,594
Exercise of stock options	64,841	7	-	970	-	-	(924)	-	-	-	-	46
Additions pursuant to the scheme (note 33)	-	-	11	-	-	-	-	-	-	-	-	11
At March 31, 2017	69,538,452	6,954	11	10,374	106	2,489	3,773	-	2,711	2	64,110	83,576

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/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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

For and on behalf of the board of directors of
Just Dial Limited

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

1. Corporate information

Just Dial Limited (the "Company", 'Parent Company' or 'Holding Company' and its subsidiaries (together hereinafter referred to as the 'Group') was incorporated in India under the provision of Companies Act, 1956 on December 20, 1993. The registered office of the Company is located at Palm Court Building M, 501/B, 5th Floor, New Link Road, Beside Goregaon Sports Complex, Malad

West, Mumbai 400064. The Group provides local search and search related services and software services to users in India and outside India through multiple platforms such as the internet, mobile internet, over the telephone (voice), text (SMS). During the year ended March 31, 2017, the Parent Company commenced provision of cloud based and application software services on outright sale or subscription basis.

The subsidiaries considered in the preparation of the CFS and the shareholdings of the Company in these companies are as follows:

(₹ in lacs unless otherwise stated)

Name of subsidiary companies	Country of Incorporation	March 31, 2017	March 31, 2016	April 1, 2015
		% of ownership interest		
Just Dial Inc.	USA	100%	100%	100%
JD International Pte Ltd	Singapore	100%	100%	-

The consolidated financial statement ('CFS') were authorised for issue in accordance with a resolution of the directors on May 19, 2017.

2. Summary of Significant accounting policies

2.1 Basis of preparation

The Group's CFS have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provision of the Companies Act, 2013(the "Act") and subsequent amendments thereof.

For all periods up to and including the year ended March 31, 2016, the Group prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act, 2013 (the "Act"), read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP' or 'Previous GAAP'). These financial statements for the year ended March 31, 2017 are the first the Group has prepared in accordance with Ind AS. Refer Note 2.23 for information on how the Group has adopted Ind AS.

These CFS have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer note 2.15). The CFS prepared on a going concern basis and are presented in INR and all values are rounded to the nearest ₹ lacs, except when otherwise indicated.

All the companies in the Group follow uniform accounting policies for like transactions and other

events in similar circumstances. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company, i.e., year ended on March 31.

Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified period of twelve months as its operating cycle.

2.2 Basis of Consolidation

The CFS comprise the financial statements of the Parent Company and its subsidiaries as at March 31, 2017. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the CFS from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the CFS at the acquisition date;
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill; and
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from

intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the CFS. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income ('OCI') are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree if any. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed if any are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

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Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred (bargain purchase), the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

2.4 Fair value measurement

The Group measures financial instrument such as investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Currently Group carries those instruments where in level 1 and level 2 inputs of the above mentioned fair value hierarchy is used. The Company's board Committee approves the policies for both recurring and non-recurring fair value measurement. Where seen appropriate external valuers are involved. The board committee reviews the valuation results. This includes a discussion of the major assumptions used in the valuations.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.5 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The following specific criteria must be also met before revenue is recognized.

Income from sale of Search related services

Revenues from tenure based contracts are recognised pro-rata over the contract period. Revenue from lead based contracts are recognized when leads are provided to the customer. Activation fee from customers is recognized pro-rata over the contract period.

Income from sale of Software Services:

When other services are provided in conjunction with the sale of software licenses and reliable evidence of

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fair value has been established, the revenue from such contracts are allocated to each component of the contract at its fair value in accordance with principles given in Ind AS18. Revenue from sale of software licenses is recognised when risks and rewards of ownership have been transferred. Revenue from hosting and related services fees are accrued over the expected tenure of customer churn period. Revenue from software subscription license is recognised in the period in which services are rendered.

Income from Other Operating revenue

Revenue from sale of review and rating certification services are recognized at the time of issuance of certificate to the customer. Transaction service fee and commission income on search plus services is recognised in the period in which services are rendered or delivered.

Interest

Interest income is recorded using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or over a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of the financial liability. Interest income is included under the head "Finance income" in the consolidated statement of profit and loss account.

Dividends

Dividend income is recognised when the Group's right to receive dividend is established by the balance sheet date. The right to receive dividend is generally established when shareholders approve the dividend.

2.6 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961 or applicable tax rates for subsidiary's jurisdiction. 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 recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in

OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Tax liability under Minimum Alternate Tax ("MAT") is considered as current tax. MAT entitlement is considered as deferred tax.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

For Just Dial Inc the current income tax charge is calculated on the basis of the federal and state tax laws enacted or substantively enacted at the end of the reporting period in the United States of America where the Company operates, and generates taxable income.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised, except:

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- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date.

If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle applicable for bargain purchase gains (refer note 2.3). All other acquired tax benefits realised are recognised in profit or loss.

2.7 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant if the recognition criteria are met. Capital work in progress is stated at cost. Capital work-in-progress comprises of expenditure incurred for construction of building.

Property, plant and equipment are eliminated from financial statements, either on disposal or when retired from active use. Losses arising in case of retirement of Property, Plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in consolidated statement of profit and loss in the year of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. Useful lives used by the Group are different from rates prescribed under Schedule II of the Companies Act 2013. These rates are based on evaluation of useful life estimated by the management supported by internal technical evaluation. The range of useful lives of the property, plant and equipment are as follows:

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

Premium paid on leasehold land are amortised on straight-lined basis over the period of 99 years as per the contract terms. Leasehold improvements are amortised over the period of lease which ranges from 1 to 9 years.

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2.8 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount as higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. 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.

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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The impairment calculation are based on detailed budgets and forecast calculations for each of the Group's CGUs covering a period of five years and applying a long-term growth rate to project future cash flows after the fifth year.

When 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. Impairment losses of operations are recognised in the consolidated statement of profit and loss.

At each reporting date if there is an indication that previously recognised impairment losses no longer exist or have decreased, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed in the consolidated statement of profit and loss only to the extent of lower of its recoverable amount or carrying amount net of depreciation considering no impairment loss recognised in prior years only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

2.9 Intangible assets

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to continue with the carrying value of all of its Intangible assets recognised as of April 01, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Internally generated intangibles (excluding capitalised development costs) are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The Group has considered all intangible assets as having finite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

Research and Development Cost

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

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

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Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested 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. A summary of amortisation policies applied to the Group's intangible assets is as below:

Particulars	Amortisation over period
Application Software	5 years
Unique telephone numbers	5 years
Application development	4 years

2.10 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease. An operating lease is a lease other than a finance lease.

Operating lease

Operating lease payments are recognised as an expense in the consolidated statement of profit and loss on a straight line basis.

2.11 Corporate Social Responsibility (CSR) Expenditure

CSR expense is recognized as it is incurred by the Company or when Company has entered into any legal or constructive obligation for incurring such an expense.

2.12 Provisions, Contingent liabilities, Contingent assets and Commitments:

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the consolidated statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. A contingent asset is disclosed, where an inflow of economic benefits is probable.

2.13 Retirement and other employee benefits

Retirement benefit in the form of provident fund and pension fund are defined contribution schemes. The Group has no obligation, other than the contribution payable to such schemes. The Group recognises contribution payable to such schemes as an expense, when an employee renders the related service.

The Group operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Liability for gratuity as at the year-end is provided on the basis of actuarial valuation.

Remeasurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined

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benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss - Service costs comprising current service costs and Net interest expense or income.

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

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the consolidated statement of profit and loss and are not deferred. The Group presents the entire compensated absences 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.

2.14 Employee Stock Option Plan (ESOP) compensation cost

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments in form of employee stock options, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions for unvested grants as at April 01, 2015 is determined by the fair value at the date when the grant is made using the Black Scholes valuation model. That cost is recognized in employee benefits expense, together with a corresponding increase in Stock Option Outstanding reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which

the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

2.15 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Other Financial Asset

The Group doesn't have any equity instruments except investment in subsidiaries. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments at amortised cost
- Financial assets at fair value through OCI (FVTOCI)
- Financial assets at fair value through profit and loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the consolidated statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

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Debt instruments at amortised cost

A Debt instrument is measured at amortised cost (net of any write down for impairment) if the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes) and The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the consolidated statement of profit and loss. The losses arising from impairment are recognised in the consolidated statement of profit and loss. This category generally applies to trade and other receivables.

Financial assets at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through consolidated statement of profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the consolidated statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to consolidated statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss

FVTPL is a residual category for Group's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments (except investment in subsidiary) included within the FVTPL category are measured at fair value with all changes recognized in the consolidated statement of profit and loss.

In addition, the Group may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

When the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement□ it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in consolidated statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

iv. Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.16 Segment Accounting:

Group's performance for operation as defined in Ind AS 108 are evaluated as a whole by the chief operating decision maker of the Group based on which search and related services are considered as a single operating segment.

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2.17 Cash and cash equivalents

Cash and cash equivalent in the consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.18 Dividend distribution to equity holders

The Group recognises a liability to make cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. A distribution in case of final dividend is authorised when it is approved by the shareholders. A corresponding amount is accordingly recognised directly in equity. In case of interim dividend it is authorised when it is approved by the Board of Directors.

2.19 Foreign currencies

The Group's financial statements are presented in INR, which is also the Group's functional currency. For each entity the Group determines the functional currency and items included in the financial statements are measured using that functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rates at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognised as income or expense in the period in which they arise. 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. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to translation difference (i.e. translation difference on items whose gain or loss is recognised in other comprehensive income or the consolidated statement of profit and loss is also recognised in other comprehensive income or the consolidated statement of profit and loss respectively).

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their consolidated statements of profit and loss and are translated at average rate during the year. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (April 1, 2015), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

Cumulative currency translation differences for all foreign operations are deemed to be zero at the date of transition, viz., April 1, 2015. Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

2.20 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year after adjusting for the effects of weighted average potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

2.21 Recent accounting pronouncements

The standards issued, but not yet effective upto the date of issuance of the Group's financial statements is disclosed below. The Group shall adopt this standard when it becomes effective.

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102,

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'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment,' respectively. The amendments are applicable to the Group from April 1, 2017.

Amendment to Ind AS 7

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Group is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

Amendment to Ind AS 102

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. The Group does not have any cash settled award as at March 31, 2017.

2.22 Significant accounting, judgments, estimates and assumptions

The preparation of the Group's CFS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent assets and contingent liabilities. 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 outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Lease commitments

The Company has entered into land lease arrangement with Karnataka Industrial Area

Development Board ("KIADB"). Terms of such lease is 99 years. In case of lease of land for 99 years and above, it is likely that such leases meet the criteria that at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset. Accordingly such lease is classified as finance lease.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Employee Stock Options plan

The Group initially measures the cost of equity-settled transactions with employees using a Black Scholes model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 30.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements,

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differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of assessments by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Group's domicile.

Minimum Alternative Tax ("MAT") credit is recognised as deferred tax asset based on evidence that the Group will pay normal income tax during the specified period. Significant judgments are involved in determining the future taxable income and future book profits, including amount of MAT credit available for set-off. Further details on taxes are disclosed in note 7.

Defined benefit plans (gratuity and other employee benefits)

The Group's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. Further details about gratuity obligations are given in note 29.

Intangible assets

Refer note 2.9 for estimated useful lives of intangible assets. The carrying value of intangible assets has been disclosed at note 4.

Property, plant and equipment

Refer note 2.7 for estimated useful lives of property, plant and equipment. The carrying value of property, plant and equipment has been disclosed at note 3.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 34 for further disclosures.

Revenue Recognition

The Group recognises revenue from hosting and related services fees of software over the expected tenure of customer churn period of one and half years, which is based on estimate of time period over which the customer is expected to be associated with the Group.

2.23 First time adoption of Ind-AS:

These financial statements, for the year ended March 31, 2017 are the first Ind-AS Financial statements that the Group has prepared in accordance with Ind-AS. For periods up to and including the year ended March 31, 2016 the Group prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The Group has prepared financial statements which comply with Ind-AS applicable for periods ended on March 31, 2017 together with the comparative period data as at and for the year ended March 31, 2016, as described in the summary of significant accounting policies. In preparing these financial statements, the

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Group's opening balance sheet was prepared as at April 1, 2015 the Group's date of transition to Ind-AS. This note explains the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2015 and the financial statements as at and for the year ended March 31, 2016.

Exemptions applied

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind-AS. The Group has applied the following exemptions.

a) The effects of changes in foreign Exchanges

The Group has not applied Ind-AS 21 The Effects of Changes in Foreign Exchange Rates retrospectively to fair value adjustments and capital reserve from business combinations that occurred before the date of transition to Ind-AS. Such fair value adjustments and goodwill are treated as assets and liabilities of the parent rather than as assets and liabilities of the acquiree. Therefore, those assets and liabilities are already expressed in the functional currency of the parent or are

non-monetary foreign currency items and no further translation differences occur.

Cumulative currency translation differences for all foreign operations are deemed to be zero as at April 1, 2015.

b) Restatement of past business combination

The Group has elected not to apply Ind-AS 103 Business Combinations to acquisitions of subsidiary, which are considered businesses under Ind-AS that occurred before 1 April 2015. Accordingly, the Indian GAAP carrying amounts of assets and liabilities, that are required to be recognised under Ind-AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with respective Ind-AS. The Group did not recognise or exclude any previously recognised amounts as a result of Ind-AS recognition requirements.

c) Share Based Payments

The Group has not applied Ind-AS 102 to equity instruments in share-based payment transactions that vested before April 1, 2015.

Reconciliations between Previous GAAP and Ind-AS

(₹ in lacs unless otherwise stated)

Equity reconciliation	Notes	As at March 31, 2016	As at April 1, 2015
Equity under Previous GAAP		67,160	67,336
Adjustments:			
Reversal of proposed final equity dividend including dividend distribution tax thereon	(i)	-	1,697
Activation fees recognised over contract period (Deferred Revenue)	(ii)	(2,317)	-
Impact of discounting of security deposits	(iii)	(18)	(21)
Prior period provision for tax		(38)	(38)
Impact of increase in fair value of mutual funds and bonds	(iv)	8,598	7,129
Actuarial loss on remeasurements of employee benefits	(v)	44	13
Others		(3)	-
Deferred taxes	(vi)	523	(611)
Equity under Ind-AS		73,949	75,505

Comprehensive income reconciliation	Notes	Year ended March 31, 2016
Net income for the year under Previous GAAP		14,185
Adjustments:		
Activation fees recognised over contract period	(ii)	(2,317)
Impact of discounting of security deposits		
a) Rent expense	(iii)	(65)
b) Interest income	(iii)	60

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Comprehensive income reconciliation	Notes	Year ended March 31, 2016
Profit (net) on fair valuation of investments	(iv)	2,094
Employee stock options scheme measured at fair value	(vi)	(115)
Actuarial loss on employee benefit recorded as OCI	(v)	(137)
Others		(2)
Deferred taxes	(vi)	574
Profit for the year under Ind-AS		14,277
Other Comprehensive Income	(v)	110
Total Comprehensive Income for the year under Ind-AS		14,387

(i) Dividend (including dividend distribution tax)

Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under Ind-AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

(ii) Deferral of Revenue

As per Ind-AS 18 - Revenue, certain items of non-refundable fees received are now being recognized as revenue over the tenure of contracts as it reflects the substance of the transaction, which were earlier recognized upfront, based on performance of specific acts.

(iii) Security Deposits

Under the previous GAAP, interest free lease security deposits are recorded at their transaction value. Under Ind-AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued these security deposits under Ind-AS 109 using effective interest rate method. Accordingly, adjustments mainly consists of amortization of deferred lease income / expense on security deposits given and accepted.

(iv) Fair value through Profit & Loss (FVTPL)

Under Ind-AS, financial assets and financial liabilities designated at fair value through profit and loss (FVTPL) are fair valued at each

reporting date with changes in fair value recognized in the statement of profit and loss. Under previous GAAP, they are measured at lower of cost with provision for diminution in value other than temporary.

(v) Re-measurement of Employee Benefits

Under Ind-AS, the actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, such remeasurements were forming part of the consolidated statement of profit or loss for the year.

(vi) Deferred Tax

Tax adjustments include deferred tax impact on account of differences between Ind-AS and Previous GAAP.

(vii) Statement of Cash Flows

The transition from Indian GAAP to Ind-AS has not had a material impact on the statement of cash flows.

(viii) Reclassification

Pursuant to the disclosure requirements as per Ind-AS, the Group has re-classified certain assets and liabilities as at March 31, 2016 and April 1, 2015. Significant reclasses includes, reclassification between Deferred tax assets and Income tax assets, Non-current investment and, Security deposits and prepayments, other current liabilities and financial liabilities.

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3: Property, plant and equipment

(₹ in lacs unless otherwise stated)

	Leasehold land	Leasehold improvements	Building	Plant and machinery	Office equipments	Furniture and fittings	Computer	Total
Cost								
At April 1, 2015	3,750	1,116	7	2,872	740	619	6,565	15,759
Additions	393	284	956	380	169	141	5,267	7,590
Disposals	-	(186)	-	(8)	(1)	(7)	(6)	(208)
At March 31, 2016	4,143	1,214	963	3,244	908	753	11,826	23,141
Addition on account of business combination (note 33)	-	-	-	1	-	2	-	3
Additions	14	446	-	398	189	91	4,455	5,593
Disposals	-	(2)	-	(22)	(15)	(5)	(32)	(76)
At March 31, 2017	4,157	1,658	963	3,621	1,082	841	16,249	28,661
Depreciation								
At April 1, 2015	14	556	6	1,784	383	398	3,830	7,061
Depreciation charge for the year	40	201	47	533	149	101	1,772	2,843
Disposals	-	(186)	-	-	-	(5)	(5)	(196)
At March 31, 2016	54	571	53	2,317	532	494	5,597	9,708
Depreciation charge for the year	42	261	48	473	159	99	2,722	3,804
Disposals	-	-	-	(20)	(15)	(5)	(32)	(72)
At March 31, 2017	96	832	101	2,770	676	588	8,287	13,440
Net Book Value								
At March 31, 2017	4,061	826	862	851	406	252	7,962	15,221
At March 31, 2016	4,089	643	910	927	376	258	6,229	13,433
At April 1, 2015	3,736	560	1	1,088	357	221	2,735	8,699

4: Intangible assets

(₹ in lacs unless otherwise stated)

	Computer - Software	Application development	Unique telephone nos	Total
Cost				
At April 1, 2015	889	214	100	1,203
Additions	200	-	-	200
Disposals	(0)	-	-	(0)
At March 31, 2016	1,089	214	100	1,403
Addition on account of business combination (note 33)	1	-	-	1
Additions	146	-	-	146
At March 31, 2017	1,236	214	100	1,549
Depreciation				
At April 1, 2015	446	151	90	687
Depreciation charge for the year	194	63	10	267
At March 31, 2016	640	214	100	954
Depreciation charge for the year	209	-	-	209
At March 31, 2017	850	214	100	1,164
Net Book Value				
At March 31, 2017	386	0	-	386
At March 31, 2016	449	0	-	449
At April 1, 2015	443	63	10	516

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5: Investments

Non current investments

(₹ in lacs unless otherwise stated)

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs
Investments at fair value through profit or loss						
Tax free bonds (quoted)						
8.48% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000 each (maturity at January 22, 2029)	150,000	1,774	150,000	1,684	-	-
8.66% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000 each (maturity at January 22, 2034)	260,000	3,237	170,000	1,991	100,000	1,144
8.76% National Housing Bank - Tax Free Bonds of ₹ 5,000 each (maturity at January 13, 2034)	87,089	5,464	87,089	5,143	-	-
8.68% National Housing Bank - Tax Free Bonds of ₹ 5,000 each (maturity at March 24, 2029)	1,000	60	1,000	57	-	-
8.50% National Highways Authority of India - Tax Free Bonds of ₹ 1,000 each (maturity at February 05, 2029)	1,180,000	13,966	1,050,000	11,803	-	-
8.46% Power Financial Corporation Ltd - Tax Free Bonds of ₹ 1,000,000 each (maturity at August 30, 2028)	100	1,175	100	1,118	100	1,111
8.12% Rural Electrification Corporation Ltd - Tax Free Bonds of ₹ 1,000 each (maturity at March 27, 2027)	250,000	2,838	-	-	-	-
8.20% Housing and Urban Development Corporation Ltd - Tax Free Bonds of ₹ 1,000 each (maturity at March 05, 2027)	100,000	1,140	-	-	-	-
7.39% National Highways Authority of India - Tax Free Bonds of ₹ 1,000 each (maturity at March 09, 2031)	100,000	1,103	-	-	-	-
8.46% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000,000 each (maturity at August 30, 2028)	50	588	-	-	-	-
8.48% India Infrastructure Finance Company Limited - Tax Free Bonds of ₹ 1,000,000 each (maturity at September 05, 2028)	50	589	-	-	-	-
	2,128,289	31,934	1,458,189	21,796	100,100	2,255
Mutual funds (unquoted)						
ICICI Prudential Income - Regular Plan	1,699,742	888	1,699,742	789	3,523,392	1,546
ICICI Prudential Short Term - Regular Plan	2,447,841	835	2,447,841	758	2,447,841	701
ICICI Prudential Long Term Gilt Fund - Regular Plan	2,528,874	1,434	2,528,874	1,267	2,528,874	1,196
ICICI Prudential Gilt Fund Investment Plan PF Option - Regular Plan	7,257,842	2,414	7,257,842	2,122	7,257,842	1,998
ICICI Prudential Banking and PSU Debt Fund	11,235,892	2,108	-	-	-	-
ICICI Prudential FMP Series 69-433 Days Plan E - Direct Plan - Cumulative Option	-	-	7,500,000	953	7,500,000	879
ICICI Prudential FMP Series 68-369 Days Plan K - Regular Plan - Cumulative Option	-	-	21,930,025	2,794	21,930,025	2,579
ICICI Prudential FMP Series 68-369 Days Plan I - Direct Plan - Cumulative Option	-	-	12,500,000	1,597	12,500,000	1,473
ICICI Prudential Fixed Maturity Plan - Series 79 - 1120 Days Plan J Cumulative Option	16,350,000	1,721	-	-	-	-
ICICI Prudential Fixed Maturity Plan - Seires 79 - 1106 Days Plan M Cumulative Option	8,672,849	907	-	-	-	-
Kotak FMP Series 163 (1100 Days) - Direct Plan*	14,000,000	1,761	14,000,000	1,623	14,000,000	1,496
Kotak FMP Series 157 (370 Days) - Direct Plan*	15,000,000	1,908	15,000,000	1,767	15,000,000	1,633
Kotak FMP Series 160 - Direct Plan	10,000,000	1,285	10,000,000	1,187	10,000,000	1,095
Kotak FMP Series 106 - Direct Plan	10,000,000	1,371	10,000,000	1,273	10,000,000	1,173
Kotak FMP Series 111 - Direct Plan	-	-	10,000,000	1,271	10,000,000	1,173
Kotak FMP series 112 - Direct Plan	-	-	10,000,000	1,269	10,000,000	1,169
HDFC Gilt Fund Long term - Regular Plan	7,056,167	2,381	7,056,167	2,135	7,056,167	2,007
HDFC Short Term Opportunities Fund - Regular Plan	14,123,197	2,540	14,123,197	2,333	14,123,197	2,152
HDFC Medium Term Opportunities Fund - Regular Plan	11,285,414	2,044	-	-	-	-
HDFC FMP 1143D July 2013 (1) Series 27 - Regular Plan	10,000,000	1,374	10,000,000	1,277	10,000,000	1,180
HDFC FMP 371D February 2014 (2) Series 29 - Direct Plan	10,919,216	1,417	10,919,216	1,311	10,919,216	1,208

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(₹ in lacs unless otherwise stated)

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs
IDFC Banking Debt Fund - Regular Plan	18,249,341	2,542	18,249,341	2,373	18,249,341	2,187
IDFC Corporate Banking Fund - Regular Plan	16,697,302	1,865	-	-	-	-
SBI Debt Fund Series - A 26 - 682 Days - Direct Plan	15,000,000	1,890	15,000,000	1,761	15,000,000	1,622
Reliance Medium Term Fund Plan	-	-	1,934,166	607	-	-
Reliance Arbitrage Advantage Fund Plan	6,693,261	1,123	6,693,261	1,056	-	-
Reliance Yearly Interval Fund - Series 9 - Direct Plan	10,775,000	1,458	10,775,000	1,352	12,886,005	1,494
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan	9,141,436	1,177	9,141,437	1,088	-	-
Reliance Fixed Horizon Fund - XXVI - Series 9 - Direct Plan	11,500,000	1,471	11,500,000	1,359	11,500,000	1,254
Reliance Banking & PSU Debt Fund	15,624,663	1,842	-	-	-	-
Reliance Fixed Horizon Plan- XXX - Series 13 Plan	20,000,000	2,196	20,000,000	2,013	-	-
Reliance Fixed Horizon Plan- XXX1 - Series 9 Plan	12,000,000	1,255	-	-	-	-
Religare Invesco FMP - Series XIX - Plan C (367 days) - Direct Plan	-	-	15,000,000	1,911	15,000,000	1,762
Birla Sun Life Income Plus - Regular Plan	3,259,221	2,389	3,259,221	2,153	3,259,221	2,057
Birla Sun Life Short Term Fund - Regular Plan	4,126,698	2,569	4,126,698	2,347	4,126,698	2,159
Birla Sunlife Interval Income Fund - Annual Plan IX - Direct Plan	-	-	20,000,000	2,518	20,000,000	2,330
Birla Sun Life Fixed Term Plan - Series KF (1140 days) - Direct Plan	11,172,129	1,446	11,172,129	1,345	-	-
Birla sunlife Fixed term plan -Series KI (1099 Days) - Direct Plan	11,000,000	1,419	11,000,000	1,319	-	-
UTI Banking & PSU Debt Fund - Regular Plan	3,775,180	504	-	-	-	-
UTI Banking & PSU Debt Fund - Direct Plan	7,601,268	1,019	-	-	-	-
UTI Short term Income Fund -Institutional Option	7,947,452	1,585	7,947,451	1,445	7,947,451	1,337
UTI Fixed Term Income Fund Series XIX-VIII (368 days) - Direct Plan	10,000,000	1,256	10,000,000	1,163	10,000,000	1,069
UTI FTIF Series XXV-V (1100 Days)- Regular Plan	10,000,000	1,049	-	-	-	-
Axis Banking & PSU Debt Fund - Direct Plan	170,706	2,575	170,706	2,381	170,706	2,192
L&T FMP - VII (July1189D A) - Direct Plan	-	-	5,000,000	658	5,000,000	606
L&T FMP Series 8 - Plan G (1132 Days) - Direct Plan	-	-	9,026,330	1,152	9,026,330	1,062
ICICI Prudential FMP series 63 - 3 years plan M Cumulative plan	-	-	-	-	20,000,000	2,507
HDFC Banking and PSU Debt Fund - Regular Option	-	-	-	-	26,491,308	2,922
Reliance Money Manager Fund- Direct Plan	-	-	-	-	259,880	5,017
Reliance Fixed Horizon Fund - XXV - Series 34 - Direct Plan	-	-	-	-	9,141,437	1,002
Birla sunlife Fixed term plan -Series KI (1099 Days)- Direct Plan	-	-	-	-	11,000,000	1,216
Birla sunlife Fixed term plan -Series KF (1099 Days)- Direct Plan	-	-	-	-	11,172,129	1,239
DWS premier bond fund	-	-	-	-	5,313,948	1,198
JP Morgan India Income Fund Series 301	-	-	-	-	50,000,010	6,207
	357,310,690	59,018	356,958,642	55,727	434,331,016	67,097
Total non current investments	359,438,979	90,952	358,416,831	77,523	434,431,116	69,352
Aggregate book value and market value of quoted investments		31,934		21,796		2,255
Aggregate value of unquoted investments		59,018		55,727		67,097

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Current investments

(₹ in lacs unless otherwise stated)

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs	No of Units/ shares	₹ in lacs
Investments at fair value through profit or loss						
Liquid mutual funds units (unquoted)						
ICICI Prudential Money Market Fund	627,147	1,407	-	-	-	-
ICICI Prudential Liquid fund	135,727	326	-	-	-	-
Kotak Floater Short Term - Direct Plan	38,125	1,018	-	-	-	-
Kotak Floater Short Term - Regular Plan	37,797	1,007	-	-	-	-
HDFC Liquid Fund - Regular Plan	-	-	67,203	2,006	-	-
Birla Sun Life Floating Rate Fund - Regular Plan	327,675	708	-	-	1,450,235	2,702
HDFC Cash Management Fund - Savings Plan	-	-	-	-	34,338,655	10,021
Birla Sun Life Cash Plus	-	-	-	-	1,013,473	2,273
Reliance Liquid Fund -Treasury Plan	25,465	1,007	-	-	-	-
	1,191,936	5,473	67,203	2,006	36,802,363	14,996
Total current investments	1,191,936	5,473	67,203	2,006	36,802,363	14,996
Aggregate value of unquoted investments		5,473		2,006		14,996

Notes:

All the investments in mutual funds have been made in growth plans.

*The investment in Kotak FMP Series 157 (370 Days) - Direct Growth and Kotak FMP Series 163 (1100 Days) - Direct Growth subject to lien against overdraft facility of ₹ 250 lacs availed by the Company from HDFC Bank utilization till March 31, 2017: ₹ Nil (March 31, 2016: ₹ Nil)

6: Deposits

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(Unsecured, considered good unless otherwise stated)			
Deposits with body corporates and others			
Non-current	1,222	1,211	677
Current	219	86	338
Loans to employees			
Current	126	82	112
	1,567	1,379	1,127
Non-current	1,222	1,211	677
Current	345	168	450
Total deposits	1,567	1,379	1,127

7: Income Taxes

The major components of income tax expense are:

Statement of profit and loss:

(₹ in lacs unless otherwise stated)

Profit or loss section	As at March 31, 2017	As at April 1, 2015
Current income tax:		
Current income tax charge	3,258	5,451
Deferred tax**:		
Relating to origination and reversal of temporary differences	256	(412)
Income tax expense reported in the statement of profit or loss	3,514	5,039

** Includes tax credit recoverable on account of minimum alternate tax (MAT) of ₹ 2,936 lacs during years ended March 31, 2017 (March 31, 2016 : Nil)

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

Profit or loss section	As at March 31, 2017	As at April 1, 2015
OCI section		
Current tax related to items recognised in OCI during the year:		
Capital reserve on business combination (note 33)	25	-
Deferred tax related to items recognised in OCI during the year:		
Capital reserve on business combination (note 33)	(25)	-
Remeasurements of defined benefit plans	23	58
Income tax charged to OCI	23	58

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2017 and March 31, 2016:

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Accounting profit before income tax	15,650	19,316
Enacted tax rates in India	34.61%	34.61%
Computed tax expense	5,417	6,685
Increase/(reduction) in taxes on account of:		
Non Taxable income from tax free bonds	(726)	(570)
Non-deductible expenses for tax purposes	176	83
Effect of different tax rate on capital gains	(869)	(993)
Tax reduction due to indexation benefit on long term capital assets	(483)	(166)
	(1,902)	(1,646)
Income tax expensed reported in the statement of profit or loss	3,515	5,039

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred tax:			
Deferred tax relates to the following:			
Deferred Tax Assets			
Effect of expenses debited to P&L in current but allowed for tax purpose in following years	7	42	103
Effect of lease accounting	245	192	163
Effect of ESOP accounting	622	510	226
Revenue accounted in current year but taxed in earlier years	-	802	-
Effect of brought forward losses from demerged undertaking (note 33)	959	-	-
Effect of tax credit arising on Minimum alternate tax	2,978	-	-
Deferred Tax Liabilities			
Depreciation	(1,064)	(624)	(242)
Effect of gratuity	-	(58)	-
Fair value gain on financial instruments at FVTPL	(1,353)	(885)	(625)
Net deferred tax assets/(liabilities)	2,394	(20)	(375)
Reflected in the balance sheet as follows:			
Deferred tax assets	4,811	1,547	492
Deferred tax liabilities	(2,417)	(1,566)	(867)
Deferred tax assets (net)	2,394	-	-
Deferred tax liabilities (net)	-	20	375

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

8: Other assets

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Capital advances	40	2,626	1,194
Prepaid lease rent	307	382	250
Prepaid expenses	1,155	850	813
Prepaid gratuity (note 29)	24	-	0
Advance to vendors	1,126	436	467
Other receivables	-	12	-
Service tax input credit	270	255	181
Income tax refund receivable	149	149	149
Total other assets	3,071	4,710	3,054
Non-current	636	3,199	1,678
Current	2,435	1,511	1,376
Total other assets	3,071	4,710	3,054

9: Cash and cash equivalents

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with banks:			
- On current accounts	5,223	3,295	4,105
On unpaid dividend accounts*	1	1	16
In public issue refund account**	7	7	8
Cash on hand	-	12	63
Cheques on hand	26	45	24
Total cash and cash equivalents	5,257	3,360	4,216

* 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.

10: Bank balance other than cash and cash equivalents

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Bank Deposits (having remaining maturity of less than 1 year)	7	7	6
Total bank balance other than cash and cash equivalents	7	7	6

11: Other financial assets

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Current			
Interest accrued but not due on tax free bonds	493	229	66
	493	229	66

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

12: Equity Share capital

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Authorised share capital			
100,000,000 (March 31, 2016: 100,000,000, April 1, 2015: 100,000,000) equity shares of ₹ 10/- each	10,000	10,000	10,000
1,200,000 (March 31, 2016: 1,200,000, April 1, 2015: 1,200,000) preference shares of ₹ 10/- each*	120	120	120
	10,120	10,120	10,120

* For scheme of arrangement refer note 33

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Issued, subscribed and fully paid up			
69,538,452 (March 31, 2016: 69,473,611, April 1, 2015: 70,492,745) equity shares of ₹ 10/- each	6,954	6,947	7,049
Total issued, subscribed and fully paid up share capital	6,954	6,947	7,049

(i) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of the equity share is entitled to one vote per share. The Company declares and pays dividends in ₹. The dividend proposed by the board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting. 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 in proportion to the number of equity shares held by the shareholders.

(ii) Reconciliation of number of the equity shares outstanding at the beginning and at the end of the year

Equity shares	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of shares	₹ in lacs	No of shares	₹ in lacs	No of shares	₹ in lacs
At the beginning of the year	69,473,611	6,947	70,492,745	7,049	70,150,550	7,015
Equity shares allotted pursuant to exercise of ESOP	64,841	7	42,365	4	342,195	34
Shares extinguished pursuant to bought back	-	-	(1,061,499)	(106)	-	-
	69,538,452	6,954	69,473,611	6,947	70,492,745	7,049

(iii) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No of shares	% holding in the class	No of shares	% holding in the class	No of shares	% holding in the class
Equity shares of INR 10 each fully paid						
Mr. V. S. S. Mani	20,219,245	29.08%	19,515,340	27.68%	19,774,011	28.19%
Nalanda India Equity Fund Limited	7,020,323	10.10%	7,020,323	9.96%	-	-
Saif II Mauritius Company Limited	5,967,508	8.58%	5,000,188	7.09%	6,061,687	8.64%
Matthews Pacific Tiger Fund	3,557,718	5.12%	-	-	-	-

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

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.

(iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Bonus share			
Equity shares allotted as fully paid up bonus shares	11,377,025	11,377,025	62,293,935
b) Buyback of shares			
Number of shares bought back	1,061,499	1,061,499	-

In addition the company has issued total 1,017,348 shares (March 31, 2016: 952,507) 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.

(v) Distribution made and proposed

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Cash dividends on equity shares declared and paid:			
Final dividend paid during the year ended on March 31, 2017: Nil (March 31, 2016: ₹ 2 per share)	-	1,410	-
Dividend distribution tax on final dividend	-	287	-
	-	1,697	-
Proposed dividends on equity shares:			
Final dividend for the year ended on March 31, 2017: Nil, March 31, 2016: Nil (March 31, 2015: ₹ 2 per share)	-	-	1,410
Dividend distribution tax on proposed dividend	-	-	287
	-	-	1,697

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including Dividend distribution tax thereon) as at March 31.

(vi) Shares reserved for issue under options

For details of shares reserved for issue under the ESOP of the company, refer note 30.

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

13: Other financial liabilities

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Other financial liabilities (at amortised cost)			
Lease obligations	726	527	459
Salary and reimbursements payable	3,755	3,844	3,143
Other payables for property, plant & equipment	27	67	61
Other Payables	*	*	*
Investor Education and Protection Fund will be credited by following amounts (as and when due)			
Share application money refundable	7	7	8
Unclaimed dividend	1	1	16
Share issue expenses payable	-	-	5
Deposit from franchisees	1	1	1
Total other financial liabilities	4,517	4,447	3,693
Non-current	667	456	400
Current	3,850	3,991	3,293
	4,517	4,447	3,693

* Represents amounts less than ₹ 1 lac

14: Provision for employee benefits

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Gratuity (note 29)	-	58	-
Compensated absences	489	403	320
Total Provision for employee benefits	489	461	320
Non-current	337	275	-
Current	152	187	320
	489	461	320

15: Trade payables

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Trade payables - Micro & small enterprises (refer note 32)	-	-	-
Trade payables - Other than micro & small enterprises	1,334	1,928	1,361
Total trade payables	1,334	1,928	1,361

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled as and when demanded/ due basis

For explanations on the Company's credit risk management processes, refer to note 35.

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

16: Other current liabilities

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Taxes and other statutory dues	353	166	447
Tax deducted at source payable	586	399	556
Service tax payable	1	1	-
Interest on Income Tax Payable	157	-	-
Total other current liabilities	1,097	566	1,003

17: Deferred revenue

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred revenue			
At the beginning of the year	23,443	21,023	16,184
Deferred during the year	75,848	69,186	63,819
Released to the statement of profit and loss	(71,861)	(66,766)	(58,980)
Outstanding at the end of the year	27,430	23,443	21,023

18: Revenue from operations

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Sale of search related services	69,729	65,615
Sale of software services	1,252	-
Other operating revenue	880	1,151
Total revenue from operations	71,861	66,766

19: Other income

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Dividend income	-	44
Profit on sale of investments		
Mutual funds	3,559	3,320
Fair value gain on financial instruments at fair value through profit or loss ('FVTPL')		
Mutual funds	1,214	1,824
Tax free bonds	1,399	270
Other non-operating income		
Profit on sale of Property plant & equipments (net)	4	-
Excess provision reversal of earlier years	339	350
Miscellaneous income	29	518
Total other income	6,544	6,326

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

20: Finance income

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Interest income from financial assets at amortised cost	1	3
Interest income from financial assets at FVTPL	2,097	1,614
Unwinding of financial intruments (Notional Income on Security Deposits)	61	60
Total finance income	2,159	1,677

21: Employee benefits expense

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Salaries, wages and bonus	40,656	33,674
Contribution to provident fund and other funds	930	982
Employee stock compensation expenses (refer note 30)	1,594	2,171
Gratuity expense (refer note 29)	234	515
Staff welfare expenses	674	652
Total employee benefits expense	44,088	37,993

22: Depreciation and amortisation (refer note 3 and 4)

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Depreciation of property, plant and equipment	3,804	2,844
Amortization of intangible assets	210	266
Total depreciation and amortisation	4,014	3,110

23: Other expenses

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Advertising and sales promotion	3,211	2,528
Rent	3,119	2,313
Internet and server charges	2,001	2,113
Communication costs	1,959	2,269
Data base and content charges	1,594	278
Repairs and maintenance	1,373	1,207
Power and fuel	1,205	1,064
Rates and taxes	374	56
Legal and professional fees	373	599
Office expenses	346	294
Collection charges	306	258
Printing and stationery	214	273
Travelling and conveyance	212	225
Recruitment expenses	91	109
Corporate social responsibilities expenditure (note 25)	71	60
Payment to auditor (note 24)	70	78
Sundry balance written off	17	267

Notes

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(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Insurance	15	9
Directors sitting fees	12	5
Donation	7	19
Miscellaneous expenses	242	326
Total Other Expenses	16,812	14,350

24: Payment to Auditor

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
As auditor:		
Audit fee	48	48
Limited review fee	14	14
Tax audit fee	4	5
In other capacity:		
Other Services (certification fees)	3	10
Re-imbursment of expenses	1	1
Total payment to auditor	70	78

25: Expenditure on Corporate Social Responsibility (CSR)

The particulars of CSR expenditure are as follows:

- Gross amount required to be spent by the Company during the year is ₹ 369 lacs (March 31, 2016: ₹ 303 lacs)
- Amount spent during the year on:

(₹ in lacs unless otherwise stated)

Particulars	Year ended March 31, 2017			Year ended March 31, 2016		
	In Cash	Yet to be paid in Cash	Total	In Cash	Yet to be paid in Cash	Total
i) Construction/acquisition of any asset	-	-	-	-	-	-
ii) On purposes other than above	71	-	71	60	-	60
Total	71	-	71	60	-	60

26: Earnings per share

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Profit attributable to equity shareholders	12,136	14,277
Weighted average number of Equity shares for basic EPS	69,498,988	70,480,944
Effect of dilution:		
Share options	441,442	589,563
Weighted average number of equity shares adjusted for the effect of dilution	69,940,430	71,070,507
Basic earnings per share (in ₹)	17.46	20.26
Diluted earnings per share (in ₹)	17.35	20.09

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

27: Segment Disclosures

The Group is primarily engaged in business of providing “Search and related services”. Group’s performance for operation as defined in Ind AS 108 are evaluated as a whole by chief operating decision maker of the Group based on which search and related services are considered as a single operating segment. The Group reports geographical segment which is based on the areas in which major operating divisions of the Group operate. The significant part of group operations are based in India.

28: Related Party Disclosures

Name of Related Parties with relationship during the year

Related Parties under Ind AS 24 with whom transactions have taken place during the year

Key Management Personnel

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

Mr. V. Krishnan - Whole-time Director

Mr. Ramani Iyer - Whole-time Director

Mrs. Anita Mani - Director

Mr. B. Anand - Chairman Independent and Non-Executive Director

Mr. Sanjay Bahadur - Independent and Non-Executive Director

Mr. Malcom Monterio - Independent and Non-Executive Director

Mr. Pulak Chandan Prasad - Independent and Non-Executive Director

Mr. Ramkumar Krishnamachari - Chief Financial Officer

Mr. Sachin Jain - Company Secretary

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

Just Dial Global Private Limited

* Persons having significant influence on the company

Transactions with Related Parties

(₹ in lacs unless otherwise stated)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
1 Key Management Personnel		
A (i) Remuneration		
Mr. V. S. S. Mani (including rent free accommodation)	166	176
Mr. V. Krishnan (including rent free accommodation)	179	160
Mr. Ramani Iyer	165	159
Mr. Ramkumar Krishnamachari (including ESOP expense)	183	181
Mr. Sachin Jain (including ESOP expense)	61	60
(ii) Sitting Fees		
Mr. B. Anand	11	9
Mr. Sanjay Bahadur	10	9
Mr. Malcom Monterio	12	8
	787	762
B Lease Rent		
Mr. V. S. S. Mani	-	1
Mrs. Anita Mani	-	1

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
C Purchase of Property		
Mr. V. S. S. Mani	-	450
Mrs. Anita Mani	-	450
D Refund of Security Deposits		
Mr. V. S. S. Mani	-	9
Mrs. Anita Mani	-	9
E Buyback of Shares		
Mr. V. S. S. Mani	-	4,009
Mrs. Anita Mani	-	127
Mr. Ramani Iyer	-	246
Mr. V. Krishnan	-	235
Mr. Ramkumar Krishnamachari	-	6
Mr. Sachin Jain	-	1
F Advance given		
Mr. Ramkumar Krishnamachari	30	-
G Advance recovered		
Mr. Ramkumar Krishnamachari	2	7
H Dividend Paid		
Mr. V. S. S. Mani	-	395
Mrs. Anita Mani	-	13
Mr. Ramani Iyer	-	24
Mr. V. Krishnan	-	27
Mr. Ramkumar Krishnamachari	-	1
Mr. Sachin Jain	-	0

Balance outstanding at the year end

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
1 Key Management Personnel			
A Remuneration Payable			
Mr. V. S. S. Mani	13	18	20
Mr. V. Krishnan	6	7	13
Mr. Ramani Iyer	14	20	25
Mr. Ramkumar Krishnamachari	5	9	9
Mr. Sachin Jain	3	2	2
B Lease Rent Payable			
Mr. V. S. S. Mani	-	0 *	-
Mrs. Anita Mani	-	0 *	-
C Advances given			
Mr. Ramkumar Krishnamachari	28	-	7
D Security Deposit given			
Mr. V. S. S. Mani	-	-	9
Mrs. Anita Mani	-	-	9

* Represents amounts less than ₹ 1 lac

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Compensation including sitting fees of key management personnel of the Company		
Nature of transaction / relationship		
Short-term employee benefits	674	733
Share based payments	80	98
Total compensation paid to key management personnel	754	831

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

29: Gratuity and other post-employment benefit plans

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
I) Defined Contribution plan			
An amount pertaining to provident fund of ₹ 714 lacs is recognized as an expense and included in Note 21 (March 31, 2016 - ₹ 646 lacs)			
II) Defined Benefit plan			
The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.			
The following tables summarise the components of net gratuity benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.			
Balance Sheet			
Gratuity (assets) / liabilities	(24)	58	(0)

Changes in the defined benefit obligation ("DBO") and fair value of plan assets as at March 31, 2017:

(₹ in lacs unless otherwise stated)

	Defined benefit obligation	Fair value of plan assets	Benefit liability
Gratuity cost charged to profit or loss:			
As at April 1, 2016	1,433	1,374	58
Service cost	240	-	240
Net interest expense	109	116	(7)
Sub-total included in profit or loss	349	116	233
Benefits paid	(231)	(231)	-
Remeasurement gains/(losses) in other comprehensive income:			
Return on plan assets (excluding amounts included in net interest expense)	-	(42)	42
Actuarial changes arising from changes in financial assumptions	88	-	88
Experience adjustments	(237)	-	(237)
Sub-total included in OCI	(149)	(42)	(107)
Contributions by employer	-	208	(208)
As at March 31, 2017	1,402	1,425	(24)

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2016:

(₹ in lacs unless otherwise stated)

	Defined benefit obligation	Fair value of plan assets	Benefit liability
Gratuity cost charged to profit or loss:			
As at April 1, 2015	1,103	1,103	(0)
Service cost	531	-	531
Net interest expense	86	101	(15)
Sub-total included in profit or loss	617	101	516
Benefits paid	(90)	(90)	-
Remeasurement gains/(losses) in other comprehensive income:			
Actuarial changes arising from changes in demographic assumptions	2	-	2
Actuarial changes arising from changes in financial assumptions	-	(29)	29
Experience adjustments	(199)	-	(199)
Sub-total included in OCI	(197)	(29)	(168)
Contributions by employer	-	289	(289)
As at March 31, 2016	1,433	1,374	58

(₹ in lacs unless otherwise stated)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
The major categories of plan assets of the fair value of the total plan assets are as follows:			
Insurer Managed Funds	1,425	1,374	1,103
The principal assumptions used in determining gratuity obligations are shown below:			
Discount rate	6.55%	7.74%	7.24%
Future salary increases	7.00%	7.00%	7.00%
Salary Increase frequency	Once a year	Once a year	Once a year
Expected remaining working lives of employees (years)			
Retirement age (Years)	58	58	58
Expected return on assets	6.55%	8.35%	9.00%
Withdrawal Rate	0% to 57% depending on the age and designation	0% to 57% depending on the age and designation	0% to 57% depending on the age and designation

A quantitative sensitivity analysis for significant assumption as at March 31, 2017 is as shown below:

(₹ in lacs unless otherwise stated)

Sensitivity Analysis	March 31, 2017
	Stressed DBO
Discount rate (- 0.5%)	1,441
Discount rate (+ 0.5%)	1,362
Salary Escalation Rate (- 0.5%)	1,368
Salary Escalation Rate (+ 0.5%)	1,433

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

(₹ in lacs unless otherwise stated)

Sensitivity Analysis	March 31, 2016
	Stressed DBO
Discount rate (- 1%)	1,512
Discount rate (+ 1%)	1,361
Salary Escalation Rate (- 1%)	1,339
Salary Escalation Rate (+ 1%)	1,548

Methods and assumptions used in preparing sensitivity and their limitations: The liability was projected by changing certain assumptions and the total liability post the change in such assumptions have been captured in the table above. This sensitivities are based on change in one single assumption, other assumptions being constant. In practice, scenario may involve change in several assumptions where the stressed defined benefit obligation may be significantly impacted.

The following payments are expected contributions to the defined benefit plan in future years

(₹ in lacs unless otherwise stated)

	March 31, 2017	March 31, 2016
Within the next 12 months (next annual reporting period)	275	295
Total expected payments	275	295

The average duration of the defined benefit plan obligation at the end of the reporting period is 3.66 years (March 31, 2016: 3.5 years)

30: Employee stock options plan (ESOP)

The Company has provided various equity settled share-based payment schemes to its employees. The details of the ESOP schemes are as follows:

Particulars	Pool	Number of options granted	Vesting period	Vesting Conditions
ESOP Scheme 2010	Pool V	82,936	4 Years	25% vests every year from the grant date subject to continuance of services
	Pool VI	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
		155,176	4 Years	
		138,525	4 Years	
		10,311	4 Years	
ESOP Scheme 2013	Pool I	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	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
		3,100	5 Years	
		11,300	5 Years	
	Pool III	17,824	2 Years	50% & 50% vests in each of the first 2 years from the date of the grant subject to continuance of services
		24,000	2 Years	
		5,000	2 Years	
	Pool IV	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

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

Particulars	Pool	Number of options granted	Vesting period	Vesting Conditions	
ESOP Scheme 2014	Pool I	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	
		31,313	7 Years		
	Pool II	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
		91,682	5 Years		
		4,672	5 Years		
		109,888	5 Years		
	Pool III	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
ESOP Scheme 2016	Pool I	613,176	4 Years	0%, 30%, 30%, 40%, vests in each of 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.

The carrying amount of Employee stock options reserve as at March 31, 2017 is ₹ 3,773 lacs (March 31, 2016 - ₹ 3,103 lacs, April 01, 2015 - ₹ 1,540 lacs)

The expense recognised for employee services received during the year is ₹ 1,594 lacs (March 31, 2016 - ₹ 2,171 lacs)

The following table list the inputs to the Black Schole Models used for the options granted during the year ended March 31, 2017 and March 31, 2016

Particulars	Year ended March 31, 2017		Year ended March 31, 2016		
	ESOP Scheme 2013	ESOP Scheme 2016	ESOP Scheme 2013		ESOP Scheme 2014
	Pool III	Pool I	Pool II	Pool III	Pool II
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%	0.00%
Expected volatility (%)	72.85%	53.41%	67.98%	72.40%	51.85%
Risk free interest rate (%)	7.48%	6.78%	7.62%	7.59%	7.75%
Spot price (₹)	750.80	550.00	751.47	645.10	1,139.20
Exercise Price (₹)	80	410	80	80	80
Expected life of options granted in the year	4	4	5	3	5
Fair value (₹)	686.00	317.00	699.27	581.00	1,083.00

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

The details of activity under Pool VI of ESOP Scheme 2010 have been summarized as below:

Particulars	Year ended March 31, 2017		Year ended March 31, 2016	
	Number of options	Weighted Average Exercise Price(₹)	Number of options	Weighted Average Exercise Price(₹)
Outstanding at the beginning of the year	3,336	80	5,301	67
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	(1,965)	67
Outstanding at the end of the year	3,336	80	3,336	80
Exercisable at the end of the year	3,336	80	3,336	80
Weighted average remaining contractual life (in years)	5		6	
Weighted average fair value of options granted on the date of grant	44		44	

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

Particulars	Year ended March 31, 2017				Year ended March 31, 2016			
	Pool I	Pool II	Pool III	Pool IV	Pool I	Pool II	Pool III	Pool IV
Outstanding at the beginning of the year	49,475	39,946	32,362	161,708	65,750	29,381	16,724	235,045
Granted During the year	-	-	5,000	-	-	14,400	24,000	-
Forfeited during the year	(3,250)	(6,270)	-	(16,306)	(10,400)	(1,000)	-	(61,591)
Exercised During the year	(11,050)	(3,427)	(8,112)	(11,115)	(5,875)	(2,835)	(8,362)	(11,746)
Outstanding at the end of the year	35,175	30,249	29,250	134,287	49,475	39,946	32,362	161,708
Exercisable at the end of the year	-	1,593	12,250	360	200	-	-	-
Weighted average remaining contractual life (in years)	8	9	7	9	9	10	8	10
Weighted average fair value of options on the date of grant	1,552.35	1,274.98	957.00	1,565.72	1,552.35	1,274.98	990.38	1,565.72

The details of activity under ESOP Scheme 2014 with an exercise price of ₹ 80 have been summarised below:

Particulars	Year ended March 31, 2017			Year ended March 31, 2016		
	Pool I	Pool II	Pool III	Pool I	Pool II	Pool III
Outstanding at the beginning of the year	104,855	191,616	9,000	119,341	107,547	10,000
Granted During the year	-	-	-	-	114,560	-
Forfeited during the year	(9,402)	(25,863)	-	(10,139)	(24,256)	-
Exercised During the year	(7,651)	(21,486)	(2,000)	(4,347)	(6,235)	(1,000)
Outstanding at the end of the year	87,802	144,267	7,000	104,855	191,616	9,000
Exercisable at the end of the year	890	2,452	-	1,081	2,752	-
Weighted average remaining contractual life (in years)	10	9	8	11	10	9
Weighted average fair value of options on the date of grant	1,497.48	1,176.62	1,581.55	1,497.48	1,176.62	1,581.55

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

The details of activity under ESOP Scheme 2016 with an exercise price of ₹ 410 have been summarised below:

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	Pool I	Pool I
	Number of options	Number of options
Outstanding at the beginning of the year	-	-
Granted During the year	613,176	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	613,176	-
Exercisable at the end of the year	-	-
Weighted average remaining contractual life (in years)	10	-
Weighted average fair value of options on the date of grant	316	-

Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 431 (March 31, 2016 ₹ 900)

31: Commitment and Contingencies

A. Leases

Operating lease commitments — Company as lessee

Office premises are obtained on operating lease. The lease rent is payable as per the terms of the lease agreements. The lease terms are different for each of the leases ranging from 1 year to 9 years.

The company has paid ₹ 3,043 lacs (March 31, 2016: ₹ 2,261 lacs) during the year towards minimum lease payment.

Future minimum rentals payable under operating leases are as follows:

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Within one year	2,514	2,252	1,871
After one year but not more than five years	8,388	6,503	5,404
More than five years	1,677	1,085	640
Total	12,579	9,840	7,915

B. Commitments

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
i) Estimated amount of contracts remaining to be executed on capital account and not provided for	240	1,522	3,722
ii) Other Operating commitments	558	568	700
	798	2,090	4,422

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

C. Pending litigations

Contingent liabilities not provided for

(₹ in lacs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Claims against company not acknowledge as debts (refer note 1 below)	87	109	107
Income tax demands (refer note 2 below)	1	23	29
	88	132	136

- 1) There are certain cases against the company in the consumer court. The management believes that based on some legal/ technical advice from experts and that the ultimate outcome of these cases will not have a material/ adverse impact on the company's financial position and results of operations.
- 2) The Company is contesting the income tax demands and the management believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

Provision for other statutory liability

- i) At March 2015, the Company had a provision of ESIC liability of ₹ 303 lacs (pertaining to period April 2007 to September 2010) based on estimates and as per the provisions of the ESIC Act. Pursuant to the legal opinion obtained during the year March 31, 2016, the liability is time barred as per ESIC provision. Therefore the liability of ₹ 282 lacs has been written back during the year ended March 31, 2017 and based on the opinion a provision of ₹ 21 lacs on account of disputed liability has been retained. This provision will be adjusted/settled on completion of the assessment.
- ii) 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 ₹ 1 lac (March 31, 2016: ₹ 1 lac) was recorded as provision against such demand notices.
- iii) In respect of ongoing tax assessments, the outcome of which is considered probable, the Company has made aggregate provision of ₹ 45 lacs (March 31, 2016: ₹ 58 lacs)

32: Details of dues to Micro and Small Enterprises as per MSMED Act, 2006.

The Group does not have suppliers who are registered as micro or small enterprise under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2017 and March 31, 2016. 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.

33: Business Combination: Scheme of arrangement with Just Dial Global Private Limited

During the year ended March 31, 2017, in order to consolidate and effectively utilise management, financial, administrative and technical resources and to derive operating and financial synergies, the Company ("Resulting Company") has entered in to the scheme of arrangement involving demerger of Data and Information undertaking ("Demerged undertaking") of Just Dial Global Private Limited ("JDGPL") and vesting of the same in the Resulting Company under section 230 to 232 of the Companies Act, 2013 (the "scheme").

The National Company Law Tribunal (NCLT) vide its order dated March 22, 2017 have approved the scheme,. The acquisition date of the Demerged Undertaking is March 22, 2017.

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

Pursuant to the scheme, all assets, liabilities, rights, business operations and activities forming part of the Demerged undertaking have been transferred to the Resulting Company at their respective Fair values as follows.

Particulars	₹ in lacs	₹ in lacs
Assets		
Property, plant and equipments (net)	3	
Intangible assets	0	
Cash and cash equivalents	71	
Deferred tax assets on brought forward losses	2,588	
Other current assets	59	
		2,721
Less: Liabilities		
Trade Payable	4	
Other Current Liabilities	2	
Provisions	1	
		(7)
Net assets transferred		2,714

There are no contingent liabilities acquired in the scheme.

As a consideration for the value of net assets transferred, the Company shall issue 1 (One) 6% fully paid up Redeemable Preference Shares of ₹ 1 each in resulting Company for every 1 (One) Equity share of ₹ 10 each held in the demerged undertaking to the existing shareholders of the demerged undertaking as on the record date, aggregating to 1,125,068 shares of ₹ 1 each. Pending completion of formalities, the redeemable preference share has been disclosed as share suspense account under other equity. There is no contingent consideration payable on this acquisition.

The difference between fair value of consideration paid of ₹ 11 lacs and the fair value of net assets taken over of ₹ 2,714 lacs amounting to ₹ 2,701 lacs is recognised in OCI and accumulated in equity as Capital Reserve.

From the date of acquisition, Demerged undertaking has contributed ₹ Nil of revenue and ₹ Nil to the profit before tax of the Company. If the combination had taken place at the beginning of the year, revenue from operations would have been ₹ 71,865 lacs and the profit before tax for the Company would have been ₹ 15,626 lacs.

Pursuant to the merger, the Company has net cash flow of ₹ 71 lacs on account of acquisition of cash and cash equivalents of demerged company pursuant to the Scheme.

Pursuant to the scheme on April 25, 2017, the authorised preference share capital of the Company got altered from ₹ 120 lacs (1,200,000 Preference Shares of ₹ 10 each) to ₹ 120 lacs (12,000,000 Preference Shares of ₹ 1 each) as per the provisions of Sections 13, 61 and 64 of the Act or any other applicable provisions of the Act.

34: Financial Instruments - Accounting classification and fair value measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following table provides the fair value measurement hierarchy of the Group's financial assets and liabilities:

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

The carrying value and fair value of financial assets by categories as at March 31, 2017 were as follows:

Particulars	Carrying amount	Fair value	Fair value hierarchy		
			Level 1	Level 2	Level 3
Financial assets at fair value through profit or loss					
Non current investment in mutual funds	59,018	59,018	59,018	-	-
Non current investment in tax free bonds	31,934	31,934	-	31,934	-
Current investment in mutual funds	5,473	5,473	5,473	-	-
Total	96,425	96,425	64,491	31,934	-

The carrying value and fair value of financial assets by categories as at March 31, 2016 were as follows:

Particulars	Carrying amount	Fair value	Fair value hierarchy		
			Level 1	Level 2	Level 3
Financial assets at fair value through profit or loss					
Non current investment in mutual funds	55,727	55,727	55,727	-	-
Non current investment in tax free bonds	21,796	21,796	-	21,796	-
Current investment in mutual funds	2,006	2,006	2,006	-	-
Total	79,529	79,529	57,733	21,796	-

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

There have been no transfers between Level 1 and Level 2 during the year ended March 31, 2017 and March 31, 2016.

35: Financial risk management objectives and policies

The group's financial risk management is an intergral part of how to plan and execute its business strategies. The group's financial risk management policy is set by the Board of Director.

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market sensitive financial instruments including investments and deposits, receivables and payables.

The key risks include credit risk, interest rate risk and liquidity risk. The Board of directors reviews and agrees policies and procedures for management of these risks.

a) Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed, leading to a financial loss. The group is exposed to credit risk from its operating activities and from its security deposits to landlords. To manage this, the group periodically assesses the financial reliability of customers/ landlords, taking into account the financial condition, current economic trends.

None of the financial instruments of the group result in material concentrations of credit risk. The group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure.

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure.

Financial assets

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks. Regarding other financial assets that are neither past due nor impaired, there were no indications as at March 31, 2017 (March 31, 2016 : no indications) that defaults in payment obligations will occur.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the group's position with regards to finance income and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by continuous review of investment portfolio and portfolio exposure to instruments having lower credit rating, balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The group is not exposed to significant interest rate risk as at the respective reporting dates.

c) Liquidity risk

Liquidity risk is the risk that the group will not be able to settle or meet its obligations as they fall due. The group's policy on liquidity risk is to maintain sufficient liquidity in the form of cash and investment in liquid mutual funds to meet the group's operating requirements with an appropriate level of headroom. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ in lacs unless otherwise stated)

As at March 31, 2017	On Demand	Less than 1 year	1 to 5 years	More than 5 years	Total
Operating lease obligation	-	58	668	-	726
Trade payables	-	1,334	-	-	1,334
Other financial liabilities (note 13)	-	3,792	-	-	3,792
Total	-	5,184	668	-	5,852

(₹ in lacs unless otherwise stated)

As at March 31, 2016	On Demand	Less than 1 year	1 to 5 years	More than 5 years	Total
Operating lease obligation	-	71	456	-	527
Trade payables	-	1,928	-	-	1,928
Other financial liabilities (note 13)	-	3,920	-	-	3,920
Total	-	5,919	456	-	6,375

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

36: Disclosure as per Schedule III of the Companies Act 2013

Statement showing shares of entities in consolidated net assets and consolidated statement of profit and loss as at and for the year ended March 31, 2017

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or Loss		Share in other comprehensive income		Share in Total comprehensive income	
	As % of total consolidated net assets	Amount (₹ in lacs)	As % of total consolidated profit or loss	Amount (₹ in lacs)	As % of total consolidated OCI	Amount (₹ in lacs)	As % of total comprehensive income	Amount (₹ in lacs)
Parent								
Just Dial Limited	100.06%	90,580	101.04%	12,262	100.00%	2,787	100.84%	15,049
Foreign Subsidiaries								
1) Just dial Inc. (Delaware United states of America)	-0.06%	(52)	-1.02%	(124)	0.00%	-	-0.83%	(124)
2) JD International Pte. Ltd	0.00%	2	(0.00)	(2)	0.00%	-	(0.00)	(2)
Subsidiaries Total	-0.06%	(50)	-1.03%	(126)	0.00%	-	-0.84%	(126)
Minority Interests in all subsidiaries	-	-	-	-	-	-	-	-
Adjustment on account of consolidation	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	90,530	100.00%	12,136	100.00%	2,787	100.00%	14,923

Statement showing shares of entities in consolidated net assets and consolidated statement of profit and loss as at and for the year ended March 31, 2016

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or Loss		Share in other comprehensive income		Share in Total comprehensive income	
	As % of total consolidated net assets	Amount (₹ in lacs)	As % of total consolidated profit or loss	Amount (₹ in lacs)	As % of total consolidated OCI	Amount (₹ in lacs)	As % of total comprehensive income	Amount (₹ in lacs)
Parent								
Just Dial Limited	100.05%	73,989	100.85%	14,399	3.95%	110	97.22%	14,509
Foreign Subsidiaries								
1) Just dial Inc. (Delaware United states of America)	-0.06%	(42)	-0.83%	(119)	0.00%	-	-0.83%	(119)
2) JD International Pte. Ltd	0.00%	2	(0.00)	(3)	0.00%	-	(0.00)	(3)
Subsidiaries Total	-0.05%	(40)	-0.85%	(122)	0.00%	-	-0.85%	(122)
Minority Interests in all subsidiaries	-	-	-	-	-	-	-	-
Adjustment on account of consolidation	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	73,949	100.00%	14,277	100.00%	110	100.00%	14,387

37: Capital management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's capital management is to ensure the going concern operation and to maintain an efficient capital structure to support the corporate strategy and maximise shareholder value.

The capital structure is governed by policies approved by the Board of Directors and is monitored by various metrics. The Company maintains focus on capital efficiency without incurring material indebtedness and have negative working capital and positive free cash flows. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. The Company has no borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2017 and March 31, 2016.

Notes

forming part of the consolidated financial statements as at and for the year ended March 31, 2017

38: Details of Specified Bank Notes (SBN) held and transacted

The details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 pursuant to the requirement of Notification G.S.R 308 dated March 30, 2017 as mentioned below:

(₹ in lacs unless otherwise stated)

	SBN	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	331	1	332
Add: Permitted receipts	-	58	58
Less: Permitted payments	-	(1)	(1)
Less: Amount deposited in Banks	(331)	(57)	(388)
Closing cash in hand as on December 30, 2016	-	1	1

As per our report of even date
For **S. R. Batliboi & Associates LLP**
ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per **Kalpesh Jain**
Partner
Membership no. 106406

Place : Mumbai
Date : May 19, 2017

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 23rd Annual General Meeting of the Members of Just Dial Limited (the "Company") will be held on Friday, September 29, 2017 at 3.30 p.m. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.
2. To appoint a director in place of Mrs. Anita Mani (DIN:02698418), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, as the statutory auditors of the Company and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to resolution passed by the members at the 20th Annual General Meeting held on September 24, 2014, the appointment of **M/s. S. R. Batliboi & Associates LLP**, Chartered Accountants (Firm Registration No. 101049W) as Statutory Auditor of the Company to hold office till the conclusion of 25th Annual General Meeting, be and is hereby ratified by the members of the Company to hold office from the conclusion of this meeting until the conclusion of the 24th Annual General Meeting on such remuneration as may be fixed by the Audit Committee/Board of Directors with mutual consent of Auditor for the financial year 2017-2018."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution with or without modification as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Pulak Chandan Prasad (DIN: 00003557) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th October, 2016 and who holds the said office till the date of this Annual General Meeting and who is eligible for appointment under the provision of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member along with requisite deposit signifying the intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company and shall be designated as "Non-Executive and Non-Independent Director", who will liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect of this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: July 24, 2017

Sachin Jain
Company Secretary

Registered office:

501/B, 5th Floor, Palm Court,
Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai – 400064.
Tel.: 022-28884060 Fax: 022-28823789
Website: www.justdial.com Email:investors@justdial.com

NOTES:

1. An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 relating to the Special Business as set out in Item No. 4 and relevant details in respect of Item No. 2 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS - 2) are annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT DULY COMPLETED AND SIGNED, APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HEREWITH.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members of the Company, holding shares either in physical form or dematerialized form, as on the record date i.e. Friday August 25, 2017 will receive the Annual Report.

4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Anita Mani (DIN:02698418), Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her appointment/re-appointment.

5. The details of the Directors, who are to be appointed /re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are enclosed herewith in 'Annexure'.

6. The members/proxies should bring attendance slip duly filled in and signed for attending the meeting and handover the same at the entrance of the Hall. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold shares in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities

market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

8. Members are requested to bring their Annual Report at the Meeting.

9. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members are requested to send all share transfer lodgments (Physical mode) and furnish their Bank Account details, change of address, e-mail address etc. to the Company's Registrar and Share Transfer Agent viz; Karvy Computershare Pvt. Ltd. at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.

11. Members are requested to quote folio numbers in all their correspondence and consolidate holding into one folio in case of multiplicity of folios with names in identical order.

12. Non-resident members are requested to inform the Company at its Registered Office immediately in relation to the change in the residential status on return to India for permanent settlement.

13. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

14. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the current Financial Year.

15. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz; Karvy Computershare Pvt. Ltd. at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500032 or call on +91-40-6716 1500, 3321 1000 or Toll Free no.: 1800-345-4001 or Email on einward.ris@karvy.com

16. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company or email at investors@justdial.com at least 7 working days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.

17. Electronic copy of the Annual Report for 2016-2017 along with Notice, 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 to provide him physical copy of Annual Report. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent to them in the permitted mode.
18. To support the 'Green Initiative', Members who have not registered their email addresses are requested to register the same with the Register and Share Transfer Agent viz; Karvy Computershare Private Limited.
19. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.justdial.com. The physical or electronic copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days excluding Saturday(s), Sunday(s) and Public Holiday(s) between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
20. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at Annual General Meeting of the Company.

21. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, September 22, 2017 (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 Monday, September 25, 2017 and End of remote e-voting : Up to 5.00 p.m. (IST) on Thursday, September 28, 2017.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The instructions for E-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

Notes for Individual Shareholders (Individuals, HUF, NRI etc)

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials [i.e., user id and password mentioned overleaf]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character. Kindly note that this password can be used by the Demat holders for voting of resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for E-Voting through Karvy E-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT i.e., Just Dial Limited.
- g. On the voting page, enter the number of shares as on the cut off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN and the shares held will not be counted under either head.
- h. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item, it will be treated as abstained.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation

box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.

Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://evoting.karvy.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@karvy.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to evoting@karvy.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.karvy.com, under help section or write an email to evoting@karvy.com.

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

Members may opt for e-voting, for which the user id and initial password is provided on the attendance slip. Please follow steps under heading A above to vote through e-voting platform.

C. Voting facility at Annual General Meeting:

In addition to the e-voting facility as described above, the facility for voting through (Ballot or Polling Paper) shall also be available at venue of Annual General Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at Annual General Meeting.

D. Other Instructions:

- a. The voting rights of Members shall be in proportion to their shares of the paid - up equity share capital of the Company as on cut-off date, Friday September 22, 2017.
- b. M/s. V. B. Kondalkar & Associates, Practicing Company Secretary (Membership No. ACS - 15697), has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.

- c. The Scrutinizer shall immediately after the conclusion of voting at the ensuing Annual General Meeting first count the vote cast at the meeting, thereafter unblock the votes through e - voting in the presence of at least two (2) witness, not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favour or against, if any, to the chairman of the Company or a person authorised by him in writing who shall countersign the same.
- d. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- e. A Members can opt for only one mode of voting i.e. either voting through remote e-voting or by (Ballot or Polling Paper). If a member cast votes by both modes, then voting done through remote e-voting shall prevail and (Ballot or Polling Paper) shall be treated as Invalid.
- f. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.justdial.com and on the website of Karvy and communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited where the shares of the Company are listed.
- h. In case a person has become Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 22, 2017, 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

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.

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

ITEM 4:

The Board of Directors vide its resolution dated October 26, 2016 appointed Mr. Pulak Chandan Prasad (DIN: 00003557), as Additional Director of the Company under the provision of section 161 of the Companies Act, 2013 to hold the office till the date of this Annual General Meeting.

In terms of section 160 of the Companies Act, 2013, the Company has received the notice in writing from a member along with requisite deposit proposing the candidature of Mr. Pulak Chandan Prasad for the office of Director.

The Company has received consent from Mr. Pulak Chandan Prasad in writing in Form DIR-2 to act as a Director of the Company and the declaration in Form DIR-8, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013 from being appointed as a Director of the Company.

The Profile and specific areas of expertise along with the details and disclosures required with respect to appointment of Mr. Pulak Chandan Prasad under Regulation 36 of SEBI and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in **Annexure**.

In view of provision of section 149, 152 and other applicable provision of the Companies Act, 2013 and rules made there under, the Board recommends the Ordinary Resolution set out at item no. 4 for the

approval of members. A copy of draft letter for the appointment of Mr. Pulak Chandan Prasad, as a Non-Executive Director setting out the terms and condition is available for inspection in physical or electronic form 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 Annual General Meeting of the Company.

Mr. Pulak Chandan Prasad is not related to any other Director or KMP of the Company to the extent of Shareholding in the Company, if any.

Except Mr. Pulak Chandan Prasad, being appointee or his relatives, none of the Directors, KMP's or their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 4 of the notice.

By Order of the Board of Directors

Place: Mumbai
Date: July 24, 2017

Sachin Jain
Company Secretary

Registered office:

501/B, 5th Floor, Palm Court,
Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai - 400064.
Tel.: 022-28884060 Fax: 022-28823789
Website: www.justdial.com Email: investors@justdial.com

Annexure

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 29, 2017, Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and Secretarial Standard (2) issued by ICSI.

Name of the Director	Mrs. Anita Mani	Mr. Pulak Chandan Prasad
Age	48 Years	49 Years
Date of First Appointment on the Board	24-09-2014	26-10-2016
Qualification	Post Graduate	B. Tech from IIT Delhi and an IIM Ahmedabad alumni
Brief Resume	Mrs. Anita Mani is a Women Director of the Company. She was appointed as a Women Director of the Company on September 24, 2014. She holds a Bachelor's degree in History from University of Delhi. She has approximately 24 years of experience in the field of general management.	Mr. Pulak Chandan Prasad is a Non-Independent, Non-Executive Director of the Company. He was appointed as Additional Director of our Company on October 26, 2016. He is a B. Tech from IIT Delhi and an IIM Ahmedabad alumni. He has approximately 25 years of experience in the fields of management consulting and investing. He is the founder and Managing Director of Nalanda Capital. He has previously worked with Warburg Pincus, McKinsey, and Unilever.
Experience and Expertise in Functional Area	Approximately 24 years of experience in the field of general management.	Approximately 25 years of experience in the field of management consulting and investing.
List of Other Companies in which Directorships Held	1. Just Dial Global Private Limited	1. Vaibhav Global Limited 2. Berger Paints India Limited 3. Nalanda Charitable Foundation
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil	1
Shareholding in the Company	6,20,488 Equity Shares	Nil
Relationship with other Directors Manager and other Key Managerial Personnel of the Company	Mrs. Anita Mani is wife of Mr. V.S.S. Mani.	Mr. Pulak Chandan Prasad does not have any relationship with the other Directors and Key Managerial Personnel of the Company.

Note:

- The proposal for appointment/re-appointment and revision in terms of remuneration of Directors has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.
- Information pertaining to number of Board/Committee meetings attended by them during the year 2016-17 is provided in the Corporate Governance Report.

Route map of AGM Venue (“Goregaon Sports Club”) of Just Dial Limited





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

23rd Annual General Meeting – September 29, 2017

D.P. Id*	
Client Id *	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

.....

I hereby record my presence at the **23rd Annual General Meeting** of the Company held on **Friday, September 29, 2017 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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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: Equity 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 **23rd Annual General Meeting** of the Company to be held on **Friday, September 29, 2017 at 3.30 P.M.**, at West Banquet Hall, Goregaon Sports Club, Link Road, Malad West, Mumbai – 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent/Dissent	
		For (Assent)	Against (Dissent)
ORDINARY BUSINESS			
1.	To receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.		
2.	To appoint a director in place of Mrs. Anita Mani (DIN 02698418), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.		
3.	To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2017-18.		
SPECIAL BUSINESS			
4.	Appointment of Mr. Pulak Chandan Prasad as Non-Executive Director of the Company.		

Signed this..... day of 2017.

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.

Research

CRISIL

An S&P Global Company

Portfolio Credit Quality Analysis

2016-2017



Just Dial Ltd

CRISIL Research certifies that the overall credit quality of Just Dial Ltd's treasury portfolio of fixed income investments has been consistently evaluated as

'Tier 1' (highest safety from credit default on CRISIL's 4 point scale[^]) for the quarters ended June 30, September 30, December 31, 2016 and March 31, 2017



Jiju Vidyadharan
Senior Director, CRISIL Research

[^]The credit quality of fixed income investments is classified into a 4 point scale of 'Tier 1', 'Tier 2', 'Tier 3' and 'Tier 4'

Disclaimer: This portfolio credit quality analysis ("Analysis") is done by CRISIL Limited ("CRISIL") through its Research Division (also called "CRISIL Research"). This Analysis is based on the report ("Report") prepared by CRISIL for Just Dial Ltd ("Client"). CRISIL has taken reasonable care in preparing the Report and conducting this Analysis. This Analysis is based on information and material provided to CRISIL by the Client and/or obtained by CRISIL from sources considered reliable. CRISIL does not independently verify such information. Accordingly, CRISIL does not warrant that the information or material on which the Report or the Analysis is based (or the report itself) is error-free, complete, adequate or that no other aspect other than those set out in the report need be considered. CRISIL disclaims all liability in respect of the Report and the Analysis including, without limitation, those arising from: (a) any errors or omissions in the information or material on which the Report or Analysis is based or the Report itself; (b) any use of the Report or the Analysis; (c) any decisions made or results obtained from the use of the Report / Analysis. This Analysis is not a recommendation to invest / disinvest in any the Client or any other entity covered in the Analysis / Report and no part of this Analysis / 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 Analysis. 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.

Justdial®

Registered and Corporate Office

Just Dial Limited

CIN: L74140MH1993PLC150054

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