Talwalkars Better Value Fitness Ltd.
Regd. Off.: 801/813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai 400 026.
Tel.: 6612 6300. Fax: 6612 6363. Website: www.talwalkars.net CIN: L92411MH2003PLC140134

Talwalkars™
Spreading fitness since 1932

Date: 8th December, 2014

To
National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051.

To
BSE Limited
Corporate Service Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Re: **Talwalkars Better Value Fitness Ltd.; Scrip Code:533200; Scrip Name: TALWALKARS**
Sub: **Disclosure of Details of Sale to Stock Exchanges in terms of Regulation 13(4), 13 (4A) and 13(6) of the SEBI(Prohibition of Insider Trading) Regulations, 1992 and Regulation 29(2) of SEBI (SAST) Regulations, 2011**

This is to inform the exchange(s) that Mr. Madhukar Visnhu Talwalkar, Director of the Company has sold the shares of our Company.

The requisite disclosure in terms of Regulation 13(4), 13(4A) and 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 received by us from the Seller of the shares is attached herewith.

Kindly acknowledge the receipt of the same.

Thanking You.

Yours faithfully,
For **Talwalkars Better Value Fitness Limited**

Avanti Sankav
Company Secretary & Compliance Officer
Encl: As Above

Madhukar Vishnu Talwalkar

C-37/40, Pandurang Society, Near Sun-N-Sand Hotel, Juhu, Mumbai – 400049.

Date: 8th December, 2014

To
National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051.

To
BSE Limited
Corporate Service Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Notice of Sale of Shares of 'Talwalkars Better Value Fitness Limited' (Company).

This is to inform Exchange(s) and Company the sale of Shares of Talwalkars Better Value Fitness Limited by me.

The requisite disclosure in terms of Regulation 13 (4), 13(4A) and 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is attached herewith.

Kindly acknowledge the receipt of same.

Thanking You.

Yours faithfully,

Madhukar Vishnu Talwalkar

Signature of the ~~acquirer~~ / seller

Encl: As Above

CC:

To
The Company Secretary & Compliance Officer
Talwalkars Better Value Fitness Limited
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai – 400 026.

Form D (Talwalkars Better Value Fitness Limited)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 [Regulation 13(4), 13(4A) and 13(6)]

DETAILS OF CHANGE IN SHAREHOLDING OR VOTING RIGHTS HELD BY DIRECTOR OR OFFICER AND HIS DEPENDENTS OR PROMOTER OR PERSON WHO IS PART OF PROMOTER GROUP OF A LISTED COMPANY

Name, PAN No. & Address of Promoter / Person who is part of Promoter Group / Director/Officer	Shareholding prior to ~~acquisition~~/ Sale	No. & % shares / voting rights ~~acquired~~ /sold	Date of ~~Receipt of allotment advice/ acquisition~~/ sale of shares (Specify)	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights /preferential offer etc.) / Sale	No. & % of shares/ voting rights, post-~~acquisition/~~ sale	Trading member through whom the trade was executed with SEBI Registration No. of TM	Exchange on which the trade was executed	Buy Qty.	Buy value	Sell Qty.	Sell Value
Mr. Madhukar Vishnu Talwalkar (PAN:AAAPT8172A) Jointly with Mrs.Usha Madhukar Talwalkar (PAN:AAFPT3741G) Address:C-37/40, Pandurang Society, Near Sun-N-Sand Hotel, Juhu, Mumbai - 400049	17,32,280 Shares (6.62%)	3,00,000 Shares (1.15%)	05.12.2014	08.12.2014	Open Market Sale	14,32,280 Shares (5.47%)	Jamnadas Virji Shares & Stock Brokers Private Limited NSE: INB231183733	National Stock Exchange of India Limited	N.A.	N.A.	3,00,000 Shares (1.15%)	233.84 INR/ Share
	Total	**3,00,000 Shares (1.15%)**									**3,00,000 Shares (1.15%)**	

Madhukar Vishnu Talwalkar

Date: 08.12.2014
Place: Mumbai

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Talwalkars Better Value Fitness Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Madhukar Vishnu Talwalkar Usha Madhukar Talwalkar		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd. BSE Limited		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
Before the ~~acquisition~~/disposal under consideration, holding of: a) Shares carrying voting rights b) Voting rights (VR) otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	22,07,280	8.43	8.43
Total (a+b+c)	**22,07,280**	**8.43**	**8.43**
Details of sale a) Shares carrying voting rights ~~acquired~~/ sold b) VRs acquired/ sold otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquired to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold.	7,75,000	2.96	2.96
Total (a-b+c+d)	**7,75,000**	**2.96**	**2.96**

After the sale holding of: a) Shares carrying voting rights b) VRs otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	14,32,280	5.47	5.47
Total (a+b+c)	**14,32,280**	**5.47**	**5.47**
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market Sale		
7. Date of ~~acquisition /~~ sale of shares / ~~VR or date of receipt of intimation of allotment of shares,~~ whichever is applicable	1,25,000 Shares on 21.11.2014		
	1,09,854 Shares on 26.11.2014		
	40,146 Shares on 27.11.2014		
	1,00,000 Shares on 28.11.2014		
	1,00,000 Shares on 02.12.2014		
	3,00,000 Shares on 05.12.2014		
8. Equity share capital / total voting capital of the TC before the said ~~acquisition~~ / sale	26,18,08,880		
9. Equity share capital/ total voting capital of the TC after the said ~~acquisition~~ / sale	26,18,08,880		
10. Total diluted share/voting capital of the TC after the said ~~acquisition~~/sale.	Nil		

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Madhukar Vishnu Talwalkar

Signature of the ~~acquirer~~ / seller

Place: Mumbai
Date: 08.12.2014