M.K. DANDEKER & CO.,

Chartered Accountants

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No. 244, (Old No.138),
Angappa Naicken Street,
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Annexure V to Clause 41

Review Report to the Board of Directors of **Talwalkars Better Value Fitness Limited**

We have reviewed the accompanying statement of un-audited financial results of Talwalkars Better Value Fitness Limited for the quarter ended 30th September 2012 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors/ committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of un-audited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **M K DANDEKER & CO.,**
(ICAI Reg. No. 000679S)

M.K. DANDEKER & CO. 244, (OLD No. 138), ANGAPPA NAICKEN STREET, CHENNAI - 1 CHARTERED ACCOUNTANTS

K.J.DANDEKER
PARTNER
CHARTERED ACCOUNTANTS
MEMBERSHIP NO. 018533

Place: Mumbai
Date: 18/10/2012

TALWALKARS BETTER VALUE FITNESS LIMITED

Regd: Off.: 801 -813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026.
Tel. No.: 6612 6300. Fax No. 66126363. Website: www.talwalkars.net

Talwalkars

Part I (Rs. In Lakhs)

Statement of Standalone Unaudited Results for the quarter and six months ended 30th September, 2012

	Particulars	Quarter ended			Six Months ended		Year ended
		30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.03.2012
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Income from operations**						
a	Income from operations	5,117.86	2,521.00	3,834.65	7,638.86	5,851.93	10,935.18
	Less: Service Tax	548.38	263.84	349.80	812.22	532.51	988.58
b	Other operating income	11.51	20.47	34.29	31.98	79.90	141.42
	Total income from operations (net)	**4,580.99**	**2,277.63**	**3,519.14**	**6,858.62**	**5,399.32**	**10,088.02**
2	**Expenses**						
a	Employee Benefits expense	1,010.27	567.55	755.93	1,577.82	1,245.94	2,112.64
b	Depreciation and amortisation expense	352.00	307.04	288.93	659.04	548.65	1,094.30
c	Other expenses	1,252.25	863.89	1,097.52	2,116.14	1,816.74	3,328.32
	Total Expenses	**2,614.52**	**1,738.48**	**2,142.38**	**4,353.00**	**3,611.33**	**6,535.26**
3	**Profit from operations before other income, finance costs and exceptional items (1-2)**	**1,966.47**	**539.15**	**1,376.76**	**2,505.62**	**1,787.99**	**3,552.76**
4	Other income	-	-	-	-	-	-
5	**Profit from ordinary activities before finance costs and exceptional items (3+4)**	**1,966.47**	**539.15**	**1,376.76**	**2,505.62**	**1,787.99**	**3,552.76**
6	Finance costs	277.25	233.21	206.10	510.46	400.20	778.63
7	**Profit from ordinary activities after finance costs but before exceptional items (5+6)**	**1,689.22**	**305.94**	**1,170.66**	**1,995.16**	**1,387.79**	**2,774.13**
8	Exceptional items	-	-	-	-	-	36.83
9	**Profit from ordinary activities before tax (7+8)**	**1,689.22**	**305.94**	**1,170.66**	**1,995.16**	**1,387.79**	**2,810.96**
10	Tax Expense	544.00	50.19	375.41	594.19	418.83	891.29
11	**Net Profit from ordinary activities after tax (9-10)**	**1,145.22**	**255.75**	**795.25**	**1,400.97**	**968.96**	**1,919.67**
12	Extraordinary items						
13	**Net Profit for the period (11+12)**	**1,145.22**	**255.75**	**795.25**	**1,400.98**	**968.96**	**1,919.67**
14	Paid-up Equity Share Capital (Face Value of Rs.10/- each)	2,411.57	2,411.57	2,411.57	2,411.57	2,411.57	2,411.57
15	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year						11,432.85
16 i	**Earnings per share (before extraordinary items) of Rs. 10/- each) (not annualised):**						
	a) Basic	4.75	1.06	3.30	5.81	4.02	7.96
	b) Diluted	4.75	1.06	3.30	5.81	4.02	7.96
16 ii.	**Earnings per share (after extraordinary items) (of Rs.10/- each)(not annualised)**						
	a) Basic	4.75	1.06	3.30	5.81	4.02	7.96
	b) Diluted	4.75	1.06	3.30	5.81	4.02	7.96

Part II

Select information for the quarter and six months ended 30th September, 2012

	Particulars	Quarter ended			Six Months ended		Year ended
		30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.03.2012
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
A	**Particulars of shareholding**						
1	Public Shareholding						
	- Number of shares	9,774,749	9,774,749	9,769,816	9,774,749	9,769,816	9,774,749
	- Percentage of Shareholding	40.53%	40.53%	40.51%	40.53%	40.51%	40.53%
2	Promoter and Promoter Group Shareholding						
	a) Pledged/Encumbered						
	- Number of Shares	-					-
	- % of the shares (as a % of total shareholding of promoter and promoter group)	-					-
	- % of the shares (as a % of total share capital of the Company)	-					-
	b) Non-encumbered						
	- Number of Shares	14,340,923	14,340,923	14,345,856	14,340,923	14,345,856	14,340,923
	- % of the shares (as a % of total shareholding of promoter and promoter group)	100%	100%	100%	100%	100%	100%
	- % of the shares (as a % of total share capital of the Company)	59.47%	59.47%	59.49%	59.47%	59.49%	59.49%

Standalone Statement of Assets and Liabilities

(Rs. In Lakhs)

	Particulars	Six Months ended 30.09.2012	Year Ended 31.03.2012	Six Months ended 30.09.2011
A	**EQUITY AND LIABILITIES**			
1	**Shareholders Funds**			
	a. Share Capital	2,411.57	2,411.57	2,411.57
	b. Reserves & Surplus	12,920.00	11,635.76	11,035.38
	Sub-total - Shareholders' funds	15,331.57	14,047.33	13,446.95
2	**Share application money pending allotment**			
3	**Non-current Liabilities**			
	a. Long-term borrowings	11,743.09	11,356.61	8,537.11
	b. Deferred tax liabilities (net)	1,367.49	1,367.49	1,048.42
	c. Other long-term liabilities	871.36	922.62	1,220.01
	Sub-total - Non-current liabilities	13,981.94	13,646.72	10,805.54
4	**Current Liabilities**			
	a. Short-term borrowings	2,012.58	1,000.00	750.00
	b. Trade payables	608.52	520.56	561.46
	c. Other current liabilities	2,701.18	1,861.90	1,883.84
	d. Short-term provisions	558.43	897.36	397.45
	Sub-total - Current Liabilities	5,880.71	4,279.82	3,592.75
	TOTAL - EQUITY AND LIABILITIES	35,194.21	31,973.87	27,845.23
B	**ASSETS**			
1	**Non-current Assets**			
	a. Fixed assets	26,771.57	24,378.96	22,054.33
	b. Non-current investments	1,997.60	1,938.60	676.10
	c. Long-term loans and advances	1,723.44	1,861.07	1,377.89
	d. Other non-current assets	-		14.96
	Sub-total - Non-current assets	30,492.61	28,178.63	24,123.28
2	**Current Assets**			
	a. Current Investments	1.26	0.88	18.33
	b. Trade receivables	2,012.29	1,476.85	1,581.83
	c. Cash and cash equivalents	2,118.77	1,819.73	1,609.49
	d. Short-term loans and advances	569.28	497.78	512.30
	Sub-total - Current assets	4,701.60	3,795.24	3,721.95
	TOTAL - ASSETS	35,194.21	31,973.87	27,845.23

Notes

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 18th October, 2012.

2 The Statutory Auditors have carried out a limited review of the standalone results for the quarter ended 30th September, 2012.

3 The above financial results are in accordance with the accounting policies followed by the Company in preparation of its statutory accounts.

4 There are no qualifications raised by the Auditors in the Limited Review Report.

5 There are no separate reportable segments as per Accounting Standards (AS–17) – Segment Reporting.

6 The company has 130 Healthclub and Gyms across 69 cities and towns in India. The company now has Zumba ® classes in 15 centres across 13 towns in India. The company has launched 'Reduce' - a highly personalised diet program in 5 centres.

7 Status of Investors complaints for the quarter ended 30th September, 2012:

Pending at the beginning of the quarter	Received during quarter	Disposed Off during the quarter	Remaining unresolved at the end of the quarter
Nil	Nil	Nil	Nil

8 The Company has opted to publish only the Consolidated financial results. The standalone results of the Company will be available for Investors at www.talwalkars.net, www.nseindia.com and www.bseindia.com.

9 The current period figures in this statement have been reported in the amended format as per the SEBI circular dated 16th April 2012, accordingly previous period / year figures have also been regrouped / reclassified to confirm with the current period presentation.

For **Talwalkars Better Value Fitness Limited**

Place: Mumbai
Date: 18th October, 2012

Anant Gawande
Whole-time Director & CFO

TALWALKARS BETTER VALUE FITNESS LIMITED

Regd: Off.: 801 -813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026.
Tel. No.: 6612 6300. Fax No. 66126363. Website: www.talwalkars.net

Talwalkars
spreading fitness

Part I (Rs. In Lakhs)

Statement of Consolidated Unaudited Results for the quarter and six months ended 30th September, 2012

	Particulars	Quarter ended			Six Months ended		Year ended
		30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.03.2012
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Income from operations**						
a	Income from operations	5,609.31	2,849.71	4,203.16	8,459.03	6,520.49	13,053.08
	Less: Service Tax	601.54	299.19	385.42	900.73	595.51	1,116.74
b	Other operating income	11.61	20.54	36.14	32.13	82.02	157.05
	Total income from operations (net)	**5,019.38**	**2,571.06**	**3,853.88**	**7,590.43**	**6,007.00**	**12,093.39**
2	**Expenses**						
a	Employee Benefits expense	1,089.68	647.33	842.73	1,737.00	1,391.18	2,482.26
b	Depreciation and amortisation expense	375.87	327.98	308.81	703.85	588.61	1,177.34
c	Other expenses	1,394.90	984.09	1,218.61	2,378.99	2,032.50	4,025.66
	Total Expenses	**2,860.45**	**1,959.40**	**2,370.15**	**4,819.84**	**4,012.29**	**7,685.26**
3	**Profit from operations before other income, finance costs and exceptional items (1-2)**	**2,158.93**	**611.66**	**1,483.73**	**2,770.59**	**1,994.71**	**4,408.13**
4	Other income	-	-	-	-	-	-
5	**Profit from ordinary activities before finance costs and exceptional items (3+4)**	**2,158.93**	**611.66**	**1,483.73**	**2,770.59**	**1,994.71**	**4,408.13**
6	Finance costs	310.58	254.59	237.86	565.17	461.86	912.92
7	**Profit from ordinary activities after finance costs but before exceptional items (5+6)**	**1,848.35**	**357.07**	**1,245.87**	**2,205.42**	**1,532.85**	**3,495.21**
8	Exceptional items	-	-	-	-	-	36.83
9	**Profit from ordinary activities before tax (7+8)**	**1,848.35**	**357.07**	**1,245.87**	**2,205.42**	**1,532.85**	**3,532.04**
10	Tax Expense	559.00	50.19	375.41	609.19	431.79	1,040.23
11	**Net Profit from ordinary activities after tax (9-10)**	**1,289.35**	**306.88**	**870.46**	**1,596.23**	**1,101.06**	**2,491.81**
12	Extraordinary items	-	-	-	-	-	-
13	**Net Profit for the period (11+12)**	**1,289.35**	**306.88**	**870.46**	**1,596.23**	**1,101.06**	**2,491.81**
14	Share of profit of associates						
15	Minority Interest	72.01	25.78	39.58	97.79	68.82	285.69
16	**Net profit after taxes, minority interest and share of profit of associates (13+ 14-15)**	**1,217.34**	**281.10**	**830.88**	**1,498.44**	**1,032.24**	**2,206.12**
17	Paid-up Equity Share Capital (Face Value of Rs.10/- each)	2,411.57	2,411.57	2,411.57	2,411.57	2,411.57	2,411.57
18	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year						11,799.70
19 i	**Earnings per share (before extraordinary items) of Rs. 10/- each) (not annualised):**						
	a) Basic	5.05	1.17	3.45	6.21	4.28	9.15
	b) Diluted	5.05	1.17	3.45	6.21	4.28	9.15
19 ii.	**Earnings per share (after extraordinary items) (of Rs.10/- each)(not annualised)**						
	a) Basic	5.05	1.17	3.45	6.21	4.28	9.15
	b) Diluted	5.05	1.17	3.45	6.21	4.28	9.15

Part II

Select information for the quarter ended 30th September, 2012

	Particulars	Quarter ended			Six Months ended		Year ended
		30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.03.2012
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
A	**Particulars of shareholding**						
1	Public Shareholding						
	- Number of shares	9,774,749	9,774,749	9,769,816	9,774,749	9,769,816	9,774,749
	- Percentage of Shareholding	40.53%	40.53%	40.51%	40.53%	40.51%	40.53%
2	Promoter and Promoter Group Shareholding						
	a) Pledged/Encumbered						
	- Number of Shares	-	-	-	-	-	-
	- % of the shares (as a % of total shareholding of promoter and promoter group)	-	-	-	-	-	-
	- % of the shares (as a % of total share capital of the Company)	-	-	-	-	-	-
	b) Non-encumbered						
	- Number of Shares	14,340,923	14,340,923	14,345,856	14,340,923	14,345,856	14,340,923
	- % of the shares (as a % of total shareholding of promoter and promoter group)	100%	100%	100%	100%	100%	100%
	- % of the shares (as a % of total share capital of the Company)	59.47%	59.47%	59.49%	59.47%	59.49%	59.49%



Consolidated Statement of Assets and Liabilities

(Rs. In Lakhs)

	Particulars	Six Months ended 30.09.2012	Year Ended 31.03.2012 (Audited)	Six Months ended 30.09.2011
A	**EQUITY AND LIABILITIES**			
1	**Shareholders Funds**			
	a. Share Capital	2,411.57	2,411.57	2,411.57
	b. Reserves & Surplus	13,384.38	12,002.61	11,179.09
	c. Money received against share warrants	-		-
	Sub-total - Shareholders' funds	15,795.95	14,414.18	13,590.66
2	**Share application money pending allotment**	61.50		
3	**Minority Interest**	600.40	502.68	285.81
4	**Capital Reserve on Consolidation**	19.34	19.34	19.34
5	**Non-current Liabilities**			
	a. **Long-term borrowings**	12,971.71	12,201.44	9,384.64
	b. Deferred tax liabilities (net)	1,427.72	1,427.72	1,091.84
	c. Other long-term liabilities	871.36	922.62	1,220.01
	Sub-total - Non-current liabilities	15,270.79	14,551.78	11,696.49
6	**Current Liabilities**			
	a. Short-term borrowings	2,110.19	1,000.00	774.13
	b. Trade payables	852.93	392.98	734.88
	c. Other current liabilities	2,740.78	1,866.54	2,057.00
	d. Short-term provisions	580.47	1,014.09	401.41
	Sub-total - Current Liabilities	6,284.37	4,273.61	3,967.43
	TOTAL - EQUITY AND LIABILITIES	38,032.35	33,761.59	29,559.73
B	**ASSETS**			
1	**Non-current Assets**			
	a. Fixed assets	29,118.63	25,756.34	23,488.73
	b. Non-current investments	1,795.00	1,750.00	576.00
	c. Long-term loans and advances	2,143.49	1,994.25	1,515.00
	d. Other non-current assets	17.01	5.93	43.12
	Sub-total - Non-current assets	33,074.13	29,506.52	25,622.85
2	**Current Assets**			
	a. Current Investments	1.26	0.88	18.33
	b. Trade receivables	1,984.63	2,009.61	1,604.46
	c. Cash and cash equivalents	2,298.43	2,000.68	1,730.99
	d. Short-term loans and advances	673.90	243.90	583.10
	Sub-total - Current assets	4,958.22	4,255.07	3,936.88
	TOTAL - ASSETS	38,032.35	33,761.59	29,559.73

Notes

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 18th October, 2012.

2 The Statutory Auditors have carried out a limited review of the standalone results for the quarter ended 30th September, 2012.

3 The above financial results are in accordance with the accounting policies followed by the Company in preparation of its statutory accounts.

4 Consolidated financial results have been prepared in accordance with Accounting Standard 21 - "Consolidated Financial Statements" and Accounting Standard 23 - "Accounting for Investment in Associates in Consolidated Financial Statements".

5 There are no qualifications raised by the Auditors in the Limited Review Report.

6 There are no separate reportable segments as per Accounting Standards (AS–17) – Segment Reporting.

7 The company has 130 Healthclub and Gyms across 69 cities and towns in India. The company now has Zumba ® classes in 15 centres across 13 towns in India. The company has launched 'Reduce' - a highly personalised diet program in 5 centres.

8 Status of Investors complaints for the quarter ended 30th September, 2012:

Pending at the beginning of the quarter	Received during quarter	Disposed Off during the quarter	Remaining unresolved at the end of the quarter
Nil	Nil	Nil	Nil

9 The Consolidated results includes the financial results of the subsidiaries Aspire Fitness Private Limited, Denovo Enterprises Private Limited, Equinox Wellness Private Limited and Jyotsna Fitness Private Limited

10 Information of Standalone Accounts as per Clause 41 of Listing Agreement. (Rs. In Million)

Particulars	Quarter ended			Six Months ended		Year ended
	30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.03.2012
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Turnover	4,581.00	2,277.63	3,519.14	6,858.62	5,399.32	10,088.02
Profit before Tax	1,689.22	305.95	1,170.66	1,995.17	1,387.79	2,810.96
Profit after Tax	1,145.22	255.76	795.25	1,400.98	968.96	1,919.67

11 The Company has opted to publish only the Consolidated financial results. The standalone results of the Company will be available for Investors at www.talwalkars.net, www.nseindia.com and www.bseindia.com.

12 The current period figures in this statement have been reported in the amended format as per the SEBI circular dated 16th April 2012, accordingly previous period / year figures have also been regrouped / reclassified to confirm with the current period presentation.

For **Talwalkars Better Value Fitness Limited**

Anant Gawande
Whole-time Director & CFO

Place: Mumbai
Date: 18th October, 2012