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

Talwalkars™
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Date: 27th January, 2011

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

Dear Sir,

Re: **Talwalkars Better Value Fitness Limited; Scrip Name: TALWALKARS.**
Sub: **Furnishing Unaudited Financial Results (Standalone and Consolidated) for the Quarter / Nine Months ended 31.12.2010 along with Limited Review Report.**

We are enclosing herewith the Unaudited Financial Results (Standalone and Consolidated) for the third Quarter / Nine months ended as on 31.12.2010 and Limited Review Report obtained from Saraf Gurkar & Associates, Chartered Accountants in Original pursuant to clause 41 of the Listing Agreement.

Kindly take the same on records and acknowledge the receipt of the same.

Thanking You.

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

TALWALKARS BETTER VALUE FITNESS LIMITED ★ MUMBAI

Avanti Sankav
Company Secretary & Compliance Officer

Encl: As Above

SARAF GURKAR & ASSOCIATES

CHARTERED ACCOUNTANTS

201, SHREYAS, MOGUL LANE, MAHIM, MUMBAI – 400 016
TEL: 24301165, 24378377

subhash.saraf@sarafgurkar.com

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 unaudited financial results of Talwalkars Better Value Fitness Limited for the quarter ended 31st December 2010 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 the Standard on Review Engagement (SRE) 2400, *Engagements to Review Financial Statements* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Pursuant to our review, we make the following observations:-

- Balances in sundry debtors are subject to confirmation, reconciliation and consequential adjustments, if any. The impact of the same is at present not ascertainable.
- The financial statements of subsidiary companies are based on unaudited financial information/estimates and as certified by the management on which we have relied for the purposes of our examination of the consolidated financial statements.
- The financial results of a jointly controlled entity namely, Talwalkars Pantaloon Fitness Pvt Ltd have not been consolidated as a part of the financial results for the period under review.

Based on our review conducted as above, *except for the impact of adjustments, if any, required, pursuant to our comments as mentioned in the foregoing paragraph,* 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 **SARAF GURKAR & ASSOCIATES,**
Chartered Accountants
FRN : 126518W

SARAF GURKAR & ASSOCIATES Chartered Accountants MUMBAI

S. L. SARAF
Partner
Membership No. 030866

Place: Mumbai
Date: January 27,2011

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

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UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER / NINE MONTHS ENDED 31ST DECEMBER, 2010

Sr. No.	Particluars	Standalone (Rs. In Lacs)				
		Quarter ended		Nine Months ended		Year ended
		31.12.2010	31.12.2009	31.12.2010	31.12.2009	31.03.2010
		Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Income:**					
a	Income from Operations	1,322.05	1,274.58	6,115.41	4,852.86	6,611.55
b	Other Income	49.41	19.43	138.40	29.38	38.29
	Total	**1,371.46**	**1,294.01**	**6,253.81**	**4,882.24**	**6,649.84**
2	**Expenditure:**					
a	Personnel Cost	306.67	267.67	1,341.80	1,189.05	1,568.32
b	Administrative and other expenses	431.65	399.94	1,698.18	1,346.79	1,731.12
c	Selling & Marketing Cost	15.12	12.75	195.01	123.61	146.69
d	Service Tax Collected & Paid	116.85	115.88	556.30	444.46	605.82
	Total	**870.29**	**796.24**	**3,791.29**	**3,103.91**	**4,051.95**
3	**Profit before Interest, Depreciation, Extraordinary Items & Taxes (1-2)**	**501.17**	**497.77**	**2,462.52**	**1,778.33**	**2,597.89**
4	Finance Cost	139.27	174.27	534.13	672.70	808.76
5	**Profit before Depreciation, Extraordinary Items & Taxes (3-4)**	**361.90**	**323.50**	**1,928.39**	**1,105.63**	**1,789.13**
6	Depreciation / Amortisation	210.42	153.40	617.27	450.12	608.90
7	**Profit before Extraordinary Items & Taxes (5-6)**	**151.48**	**170.10**	**1,311.12**	**655.51**	**1,180.23**
8	Extraordinary Items			(0.22)		(21.32)
9	**Profit before Tax (7+8)**	**151.48**	**170.10**	**1,310.90**	**655.51**	**1,158.91**
10	Tax Expense	46.81	56.38	454.11	222.81	365.21
11	**Profit After Tax for the period (9-10)**	**104.67**	**113.72**	**856.79**	**432.70**	**793.70**
12	Paid-up Equity Share Capital (Face Value of Rs. 10/- each)	2,411.57	1,806.57	2,411.57	1,806.57	1,806.57
13	Reserves Excluding Revaluation Reserves (as per Balance Sheet) of Previous Accounting Year	9,731.95	2,180.37	9,731.95	2,180.37	2,398.89
	Earnings Per Share (EPS) Before Extraordinary Items					
	a) Basic EPS	0.43	0.63	3.66	2.39	4.55
	b) Diluted EPS	0.43	0.63	3.66	2.39	4.54
	After Extraordinary Items					
	a) Basic EPS	0.43	0.63	3.66	2.39	4.43
	b) Diluted EPS	0.43	0.63	3.66	2.39	4.42
14	Public Shareholding					
	- Number of shares	9,769,016	3,719,016	9,769,016	3,719,016	3,719,016
	- Percentage of Shareholding	40.51%	20.59%	40.51%	20.59%	20.59%
15	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 Shareholding of the Company)	-	-	-	-	-
	b) Non-encumbered					
	- Number of Shares	14,346,656	14,346,656	14,346,656	14,346,656	14,346,656
	- % of the shares (as a % of Total Shareholding of promoter and promoter group)	100%	100%	100%	100%	100%
	- % of the shares (as a % of Total Shareholding of the Company)	59.49%	79.41%	59.49%	79.41%	79.41%

TALWALKARS BETTER VALUE FITNESS LIMITED ★ MUMBAI

Notes

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 27/01/ 2011.

2 The Statutory Auditors have carried out a limited review of the standalone results for the quarter ended 31st December, 2010.

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 separate reportable segments as per Accounting Standards (AS–17) – Segment Reporting.

6 The details of the utilization of funds out of the proceeds of the Issue as on 31st December, 2010 are as stated below:

Particulars	Fund requirement as stated in Prospectus	Deployment of Funds as on 31st December, 2010.
	(Amount In Rupees)	
Setting up of additional health club	502,200,000	278,200,000
Repayment of unsecured loans	205,920,000	205,920,000
Meeting Issue related expenses	66,280,000	66,280,000
Total	774,400,000	550,400,000

7 The Company utilised Rs.550400000/- (Rupees Fifty Five Crores Four Lacs only) till 31st December, 2010 out of the total proceeds from 77,44,00,000/-(Rupees Seventy Seven Crores Forty Four Lacs only).

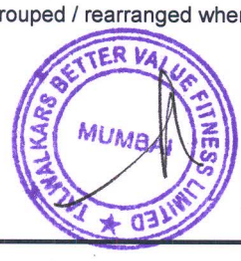
8 The Company has started 3 health clubs between 29th October, 2010 and 27th January, 2011 on a consolidated basis. These are in Gaziabad ,Gwalior and Jamnagar. The Company now has 79 health clubs in 42 towns/cities across India on a consolidated basis.

9 Status of Investors complaints for the Quarter ended 31st December, 2010:

Opening	Received	Disposed Off	Pending
NIL	3	3	NIL

10 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.

11 Figures of previous quarter have been regrouped / rearranged wherever necessary.



For **Talwalkars Better Value Fitness Limited**

Anant Gawande
Whole-time Director & CFO

Place: Mumbai
Date: 27th January, 2011

TALWALKARS BETTER VALUE FITNESS LIMITED

Regd: Off.: 801 -813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026.
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UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER / NINE MONTHS ENDED 31ST DECEMBER, 2010

Sr. No.	Particluars	Consolidated (Rs. In Lacs)		
		Quarter ended	Nine Months ended	Year ended
		31.12.2010	31.12.2010	31.03.2010
		Unaudited	Unaudited	Audited
1	**Income:**			
a	Income from Operations	1,613.07	6,792.77	7,097.89
b	Other Income	55.57	150.83	44.78
	Total	**1,668.64**	**6,943.60**	**7,142.67**
2	**Expenditure:**			
a	Personnel Cost	359.12	1,496.23	1,725.87
b	Administrative and other expenses	482.00	1,854.45	1,913.24
c	Selling & Marketing Cost	33.17	251.20	190.72
d	Service Tax Collected & Paid	142.16	619.55	605.82
	Total	**1,016.45**	**4,221.43**	**4,435.65**
3	**Profit before Interest, Depreciation, Extraordinary Items & Taxes (1-2)**	**652.19**	**2,722.17**	**2,707.02**
4	Finance Cost	170.28	624.18	875.69
5	**Profit before Depreciation, Extraordinary Items & Taxes (3-4)**	**481.91**	**2,097.99**	**1,831.33**
6	Depreciation / Amortisation	242.38	688.43	650.04
7	**Profit before Extraordinary Items & Taxes (5-6)**	**239.53**	**1,409.56**	**1,181.29**
8	Extraordinary Items		(0.22)	(21.32)
9	**Profit before Tax (7+8)**	**239.53**	**1,409.34**	**1,159.97**
10	Tax Expense	66.18	475.77	381.38
11	**Profit After Tax for the period (9-10)**	**173.35**	**933.57**	**778.59**
12	**Adjustment of Minority Interest / Share of Associate**	**34.75**	**38.59**	-
13	**Net Profit After Minority Interest / Share of Associates**	**138.60**	**894.98**	**778.59**
13	Paid-up Equity Share Capital (Face Value of Rs. 10/- each)	2,411.57	2,411.57	1,806.57
14	Reserves Excluding Revaluation Reserves (as per Balance Sheet) of Previous Accounting Year	9,843.94	9,843.94	2,398.89
15	**Earnings Per Share (EPS) (Not annualised)**			
	Before Extraordinary Items			
	a) Basic EPS	0.57	3.83	4.46
	b) Diluted EPS	0.57	3.83	4.46
	After Extraordinary Items			
	a) Basic EPS	0.57	3.83	4.35
	b) Diluted EPS	0.57	3.83	4.34
16	Public Shareholding			
	- Number of shares	9,769,016	9,769,016	3,719,016
	- Percentage of Shareholding	40.51%	40.51%	20.59%
17	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 Shareholding of the Company)	-	-	-
	b) Non-encumbered			
	- Number of Shares	14,346,656	14,346,656	14,346,656
	- % of the shares (as a % of Total Shareholding of promoter and promoter group)	100%	100%	100%
	- % of the shares (as a % of Total Shareholding of the Company)	59.49%	59.49%	79.41%

TALWALKARS BETTER VALUE FITNESS LIMITED ★ MUMBAI

Notes

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 27/01/2011.

2 The Statutory Auditors have carried out a limited review of the standalone results for the quarter ended 31st December, 2010.

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 As the company's effective control in Talwalkars Pantaloon Fitness Private Limited is being reduced in the near future the accounts of the company are not being considered for consolidation.

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

7 The details of the utilization of funds out of the proceeds of the Issue as on 31st December, 2010 are as stated below:

Particulars	Fund requirement as stated in	Deployment of Funds as on 31st December, 2010.
	(Amount In Rupees)	
Setting up of additional health club	502,200,000	278,200,000
Repayment of unsecured loans	205,920,000	205,920,000
Meeting Issue related expenses	66,280,000	66,280,000
Total	**774,400,000**	**550,400,000**

8 The Company utilised Rs.550400000/- (Rupees Fifty Five Crores Four Lacs only) till 31st December, 2010 out of the total proceeds from 77,44,00,000/-(Rupees Seventy Seven Crores Forty Four Lacs only).

9 The Company has started 3 health clubs between 29th October, 2010 and 27th January, 2011 on a consolidated basis. These are in Gaziabad ,Gwalior and Jamnagar. The Company now has 79 health clubs in 42 towns/cities across India on a consolidated basis.

10 Status of Investors complaints for the Quarter ended 31st December, 2010:

Opening	Received	Disposed Off	Pending
NIL	3	3	NIL

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

12 Information of Standalone Accounts as per Clause 41 of Listing Agreement. (Rs. In Lacs)

Particulars	Quarter ended 31.12.2010 Unaudited	Nine Months ended 31.12.2010 Unaudited	Year ended 31.03.2010 Audited
Turnover	1,371.46	6,253.81	6,649.84
Profit before Tax	151.48	1,310.90	1,158.91
Profit after Tax	104.67	856.79	793.70

13 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.

14 The company has published the consolidated results for the first time and hence the comparative figures for the corresponding period in the previous year are not provided.

15 Figures of previous period have been regrouped / rearranged wherever necessary.

For **Talwalkars Better Value Fitness Limited**

TALWALKARS BETTER VALUE FITNESS LIMITED ★ MUMBAI

Place: Mumbai
Date: 27th January, 2011

Anant Gawande
Whole-time Director & CFO