Talwalkars Lifestyles Limited

Regd Office: 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai – 400026.
CIN: U93090MH2016PLC280127; Tel.: 022-6612 6300; Fax: 022-6612 6363
email: investor@talwalkars.net website: www.talwalkarslifestyles.com

Date: 1st September, 2018

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

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

Dear Sir,

Re: **Talwalkars Lifestyles Limited; Scrip Symbol: TALWGYM, Scrip Code: 541545**
Sub: **Submission of Notice of the 2nd AGM and Addendum to Notice of the Company.**

We are enclosing herewith Notice of the 2nd Annual General Meeting of the Company (along with Addendum) to be held on 26th September, 2018.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,
For **Talwalkars Lifestyles Limited**



Gayatri Valan Prasad
Company Secretary & Compliance Officer

Encl: a/a

Notice

Notice is hereby given that the Second Annual General Meeting of the members of Talwalkars Lifestyles Limited will be held on Wednesday, the 26th September, 2018 at 1.30 p.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

   (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, 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 31st March, 2018, together with the Report of the Auditors thereon.

2. To declare dividend on Equity Shares for the year ended 31st March, 2018;

3. To appoint a Director in place of Mr. Prashant Talwalkar (DIN: 00341715), who retires by rotation and being eligible, offers himself for re-appointment;

4. To ratify appointment of M/s. Lakdawala & Associates, Chartered Accoutants, Mumbai (Firm Registration No. 105518W) as Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution, as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s. Lakdawala & Associates (Firm Registration Number: 105518W), Chartered Accountants, Mumbai, as Statutory Auditors of the Company as approved by the members at First Annual General Meeting, to hold office until the conclusion of Sixth Annual General Meeting of the Company in the calendar year 2022, subject to ratification by the shareholders annually, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. To appoint Mr. Dinesh Afzulpurkar (DIN: 05313394) as Independent Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution:

   "**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualifications of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dinesh Afzulpurkar (DIN: 05313394), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office up to five consecutive years for a term commencing from 29th March, 2018 to 28th March, 2023."

6. To appoint Ms. Farzana Tavadia (DIN: 08098667) as Independent Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualifications of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Farzana Tavadia (DIN: 08098667), Director of the Company, who has submitted a declaration

that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office up to five consecutive years for a term commencing from 29th March, 2018 to 28th March, 2023."

7. Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution, as a Special Resolution:

"**RESOLVED THAT** pursuant to Sections 42, 71 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or enactment/re-enactment thereof and subject to the provisions of the Articles of Association of the Company, approval of members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for non-convertible debentures, in one or more series or tranches, aggregating up to ₹ 750 Crores, on private placement basis for the period from 1st October, 2018 to 30th September, 2019 within the overall borrowing limits of the Company, as approved by the members, from time to time and on such terms and conditions as the Board of Directors of the Company may, from time to time determine and consider proper and most beneficial to the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

By order of the Board of Directors
For Talwalkars Lifestyles Limited

Gayatri Valan Prasad
Company Secretary & Compliance Officer

Date: 12th July, 2018
Place: Mumbai

Registered Office:
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400026, India.

NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for directors seeking appointment/re-appointment at Annual General Meeting (AGM) is furnished as annexure.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SECOND ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the Proxy duly completed and stamped should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

5. Members are requested to note that entry to the Meeting Hall/Premises is strictly restricted to the Members/Beneficial owners holding duly filled in attendance slips and proxies holding valid proxy forms.

6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 26th September, 2018 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

9. The Dividend for the year ended 31st March, 2018 as recommended by the Board, if approved at the Meeting will be paid within the prescribed time limit to those members whose names appear in the Company's Register of Members on 21st September, 2018. In respect of shares in dematerialsed mode, the dividend will be payable on the basis of beneficial ownership as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

10. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandate to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company's Registrar and Transfer Agents i.e. Link Intime India Private Limited.

11. Pursuant to SEBI Notification No.MED/DOP/Circular/05/2009 dated 20th May, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN card to the Company/RTA to enable/effect transfer of shares in physical forms.

12. Members desiring any information as regards the accounts are requested to write to the Company at least five days before the date of the meeting to enable the management to keep the information ready.

13. E-Voting:

(i) In compliance with the provisions of Section 108 of the Act and the Rules framed there-under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL"), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again. Members who have not cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting. The Notice of Annual General Meeting is displayed on the Company's website- www.talwalkarslifestyles.com.

(iii) The Board of Directors of the Company has appointed Mr. Bharat Upadhyay, Practicing Company Secretary, as the Scrutinizer to scrutinize e-voting process in a fair and transparent manner.

(iv) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th September, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 19th September, 2018 only shall be entitled to avail the facility of remote e-voting.

(v) The remote e-voting period begins on 23rd September, 2018 at 9.00 a.m. and ends on 25th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The remote e-voting shall be disabled by CDSL for voting there-after.

(vi) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

(vii) The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or Authorised person in this behalf. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.talwalkarslifestyles.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

(viii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September, 2018.

The instructions for shareholders voting electronically are as under:

1. The shareholders should log on to the e-voting website www.evotingindia.com.

2. Click on "Shareholders" tab.

3. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   Then enter the Image Verification Code as displayed and Click on Login.

4. Select "Talwalkars Lifestyles Limited" from the drop down menu and click on "submit".

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

For Members holding shares in Demat/Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less then 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with the sequence number 1 then enter RA00000001 in the PAN field.
DOB #	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

   # Please enter the DOB or Dividend Bank Details in order to login. If both these details are not recorded with the Depository or Company, please enter the User ID/folio number in the Dividend Bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on "SUBMIT" tab.

8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on the resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN of Talwalkars Lifestyles Limited.

11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

16. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile appwhile voting on your mobile.

18. **Non – Individual Shareholders and Custodians:**
    - Non – Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.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@cdslindia.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 should be mailed to helpdesk.evoting@cdslindia.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.

19. 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.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5 & 6

Pursuant to the provisions of Section 149 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The following directors on the Board of your company qualify as Independent Directors under Section 149 of the Companies Act 2013 ('Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Mr. Dinesh Afzulpurkar
2. Ms. Farzana Tavadia

The Company had appointed the Directors as Additional Directors with effect from 29th March, 2018 in the Non-Executive, Independent category to hold office upto the conclusion of second annual general meeting.

None of the aforenamed Directors is disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and also meet with the criteria of independence as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 . They are independent of the management.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company, other than the Independent Directors being proposed to be appointed, is concerned or interested in the above respective resolutions except to the extent of their shareholding interest.

Your Board recommends the acceptance of the resolution as set out in Item No. 5 & 6 of the Notice of the Meeting.

Item No. 7

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, deals with private placement of securities by a Company. It states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, the Company shall obtain previous approval of its shareholders by the way of special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to enhance long term resources for financing inter alia the ongoing capital expenditure and for general corporate purpose, the Company may offer or invite subscription for non-convertible debentures upto ₹ 750 Crores, in one or more series/tranches on private placement basis to be made during the period from 1st October, 2018 to 30th September, 2019. The issuance of these NCDs will be within the overall borrowing limits of the Company made from time to time.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested in the above resolution except to the extent of their shareholding interest.

Your Board recommends the acceptance of the resolution as set out in Item No. 7 of the Notice of the Meeting.

By order of the Board of Directors
For Talwalkars Lifestyles Limited

Gayatri Valan Prasad
Company Secretary & Compliance Officer

Date: 12th July, 2018
Place: Mumbai

Registered Office:
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400026, India.

Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting:

Name of the Director	Mr. Prashant Talwalkar	Mr. Dinesh Afzulpurkar	Ms. Farzana Tavadia
Date of Birth	16.06.1962	20.08.1938	10.10.1967
Date of first Appointment on the Board	23.04.2016	29.03.2018	29.03.2018
Qualification	Bachelors Degree in Science	Indian Administrative Service	Bachelors Degree in Food Science
Expertise in specific functional area	Health and Fitness Industry	Administration	Food Science and Nutrition
Listed Companies (other than Talwalkars Lifestyles Limited) in which he holds Directorship	Talwalkars Better Value Fitness Limited	Nil	Nil
Membership/Chairmanship of Committees of other Boards of listed companies (other than Talwalkars Lifestyles Limited)	Talwalkars Better Value Fitness Limited:- Management Committee Risk Management Committee	Nil	Nil
Disclosure of relationship between directors inter-se	Nil	Nil	Nil
Share holding in the Company	28,87,780 equity shares of ₹ 10/- each	Nil	Nil

Talwalkars Lifestyles Limited
Registered Office: 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai – 400026.
CIN: U93090MH2016PLC280127; Tel.: 022-6612 6300; Fax: 022-6612 6363
email: investor@talwalkars.net Website: www.talwalkarslifestyles.com

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the Meeting Hall)

I/We hereby record my/our presence at the Second Annual General Meeting of the Members of the Company held on Wednesday, the 26th September, 2018 at 1.30 p.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400 001

Full Name(s) of the Member(s)	Number of Shares :
	Registered Folio No. :
	DP-ID No. :
	Client ID No. :

Name of the Proxy (in block letters)

(To be filled in if the proxy attends instead of the Member)

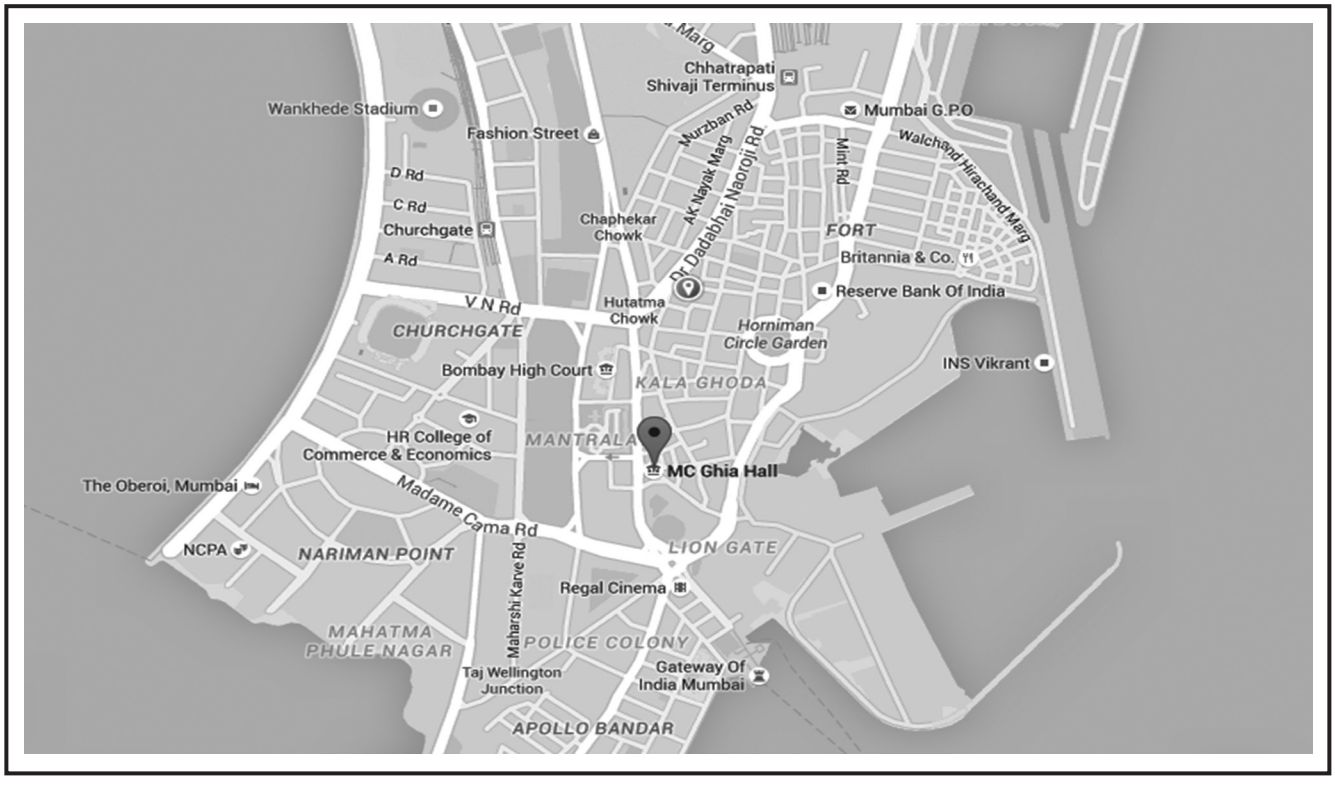
Member's / Proxy's Signature

Note:

1. Members who have multiple folios/demat accounts with different joint-holders may use copies of this attendance slip, No additional/ duplicate attendance slip will be issued at the meeting hall.
2. The copy of the Annual Report may please be brought to the Meeting hall.

Route Map to AGM Venue

Venue: M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400 001.



Talwalkars Lifestyles Limited
Registered Office: 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai – 400026.
CIN: U93090MH2016PLC280127; Tel.: 022-6612 6300; Fax: 022-6612 6363
email: investor@talwalkars.net Website: www.talwalkarslifestyles.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)			
Registered Address			
E-mail ID			
Registered Folio No.			
DP-ID		Client ID	

I/We, being the member(s) holding _____ shares of Talwalkars Lifestyles Limited, hereby appoint:

1. _____ residing at _____
   _____ having email id _____ or failing him/her
2. _____ residing at _____
   _____ having email id _____ or failing him/her
3. _____ residing at _____
   _____ having email id _____

as my/our proxy to vote for me/us on my/our behalf at the Second Annual General Meeting of the Company to be held on Wednesday, the 26th September, 2018 at 1.30 p.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400 001 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution
1	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon
2	Declaration of dividend on Equity Shares for the year ended 31st March, 2018
3	Re-appointment of Mr. Prashant Talwalkar (DIN: 00341715), who retires by rotation and being eligible offers himself for re-appointment.
4	Ratification of Appointment of M/s. Lakdawala & Associates, Chartered Accountants, Mumbai as Statutory Auditors
5	Appointment of Mr. Dinesh Afzalpurkar (DIN: 05313394), as Independent Director
6	Appointment of Ms. Farzana Tavadia (DIN: 08098667), as Independent Director.
7	Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.
8	Approval for change of name of the Company from "Talwalkars Lifestyles Limited" to "Talwalkars Healthclubs Limited" and consequent amendment to Memorandum of Association and Articles ofAssociation of the Company.

Revenue Stamp of ₹ 1/-

_____
Signature of Shareholder

_____
Signature of first proxy holder

_____
Signature of second proxy holder

_____
Signature of third proxy holder

Date: _____

Note:
The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Notes

Notes

ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

This is an Addendum to the Notice of Second Annual General Meeting of the members of Talwalkars Lifestyles Limited to be held on Wednesday, the 26th September, 2018 at 1.30 p.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400 001.

The proposed resolution for **change of Name** of the Company from "Talwalkars Lifestyles Limited" to "Talwalkars Healthclubs Limited" along with the statement annexed pursuant to Section 102 of the Companies Act, 2013, setting out the material facts thereto are appended below for your consideration.

SPECIAL BUSINESS:

To change the name of the Company from "Talwalkars Lifestyles Limited" to "Talwalkars Healthclubs Limited" and consequent amendment to Memorandum of Association and Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchanges/ appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from **"Talwalkars Lifestyles Limited"** to **"Talwalkars Healthclubs Limited".**

RESOLVED FURTHER THAT post the aforesaid approvals, the name "Talwalkars Lifestyles Limited" wherever occurs in the Memorandum of Association and Articles of Association and other documents, agreements, letters, papers etc. of the Company be substituted by the name "Talwalkars Healthclubs Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters or things as may be deemed necessary and expedient to give effect to this resolution."

By Order of the Board of Directors
Talwalkars Lifestyles Limited

Gayatri Valan Prasad
Company Secretary & Compliance officer

Place: Mumbai
Date: 23rd August, 2018

Registered Office:
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400026, India.

STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Scheme of Arrangement between Talwalkars Better Value Fitness Limited ("Demerged Company"/ "TBVFL") and Talwalkars Lifestyles Limited ("Resulting Company"/ "TLL") and their respective shareholders provided for the demerger of Gym and Healthclubs Business of TBVFL to TLL. Thereby, the Gym and Healthclubs Business of TBVFL was transferred to TLL, in the interests of maximizing overall shareholder value.

The word "Talwalkars" is the renowned name in the fitness fraternity and the word "Healthclubs" reflects the business activity of the Company. The Management believes that the proposed new name clearly indicates the business activities of the Company. Therefore, the Company proposes to change the name of the Company from "Talwalkars Lifestyles Limited" to "Talwalkars Healthclubs Limited".

The Company has received the approval from the concerned office of the Registrar of Companies, Ministry of Corporate Affairs, Government of India confirming the availability of the new name

"Talwalkars Healthclubs Limited" vide its letter dated 21st August, 2018. The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association. After obtaining the approval of Shareholders, an application will be made to the Registrar of Companies, for change of name of Company and if approved, the name will be effective from the date of Registrar of Companies approval.

In consideration of the above, your Directors consider the proposed Special Resolution in the interest of the Company and recommend you to approve and pass the resolution provided above to change of name of the Company from "Talwalkars Lifestyles Limited" to "Talwalkars Healthclubs Limited".

The draft of the amended Memorandum of Association and Articles of Association reflecting the said change is available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays upto the date of AGM).

None of the Directors, Key Managerial Personnel or Relatives of the Directors/ Key Managerial Personnel of the Company is in any way concerned or interested in the above resolution except to the extent of their shareholding interest.

By Order of the Board of Directors
Talwalkars Lifestyles Limited

Gayatri Valan Prasad
Company Secretary & Compliance officer

Place: Mumbai
Date: 23rd August, 2018

Registered Office:
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400026, India.