

Talwalkars Healthclubs Limited

(Formerly known as Talwalkars Lifestyles Limited)

Regd Office: 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai – 400026.

CIN: U93090MH2016PLC280127; Tel.: 022-2355 6000 Fax: 022-2355 6363

email: investor@talwalkars.net website: www.talwalkarshealthclubs.com

Date: 6th May, 2019

To,
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block, BKC,
Bandra (East), Mumbai - 400051.

Dear Sir,

Re: **Talwalkars Healthclubs Limited; Scrip Symbol: TALWGYM; Scrip Code: 541545**

Sub: **Outcome of Board Meeting**

We wish to inform you that the Board of Directors of the Company, in its meeting held on 6th May, 2019 (commenced at 6.00 p.m. and concluded at 8.00 p.m.) has:

1. Accepted the resignation of the existing Statutory Auditors, who have stepped down from their position.
2. Recommended the appointment of M/s. Ajay Shobha & Co. (Firm Registration Number: 317031E), Chartered Accountants, to fill the casual vacancy created by the resignation of the current Statutory Auditor, Chartered Accountants.

The appointment of M/s. Ajay Shobha & Co., Chartered Accountants as Statutory Auditor will be subject to the approval of members of the Company.

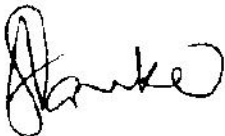
3. Accepted the resignation of Mr. Avinash Phadke, Independent Director of the Company.
4. Approved the alteration of Memorandum of Association by adding a new clause as the objects to be pursued by the company on its incorporation.
5. Approved the notice of Extra-Ordinary General Meeting to be held on Wednesday, 29th May, 2019 at Victoria Memorial School for the Blind, Tardeo Road, Arya Nagar, Tulsiwadi, Tardeo, Mumbai, Maharashtra 400034 at 11:30 a.m.

Kindly take the same on record.

Thanking You,

Yours Sincerely,

For Talwalkars Healthclubs Limited



Avanti Sankav
Company Secretary
Encl: a/a

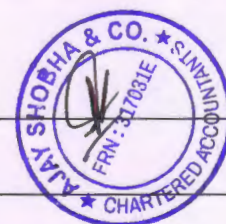


Ajay Shobha & Co.
Chartered Accountants

A - 701, La - Chapelle, Ever Shine Nagar,
Malad (W), Mumbai - 400064.
Mob : 99870 06258, Ph. : 28808702 Fax : 66954910
E-mail : ajayshobha.co@gmail.com

B I O - D A T A

Name the firm	: M/S. AJAY SHOBHA & CO. Chartered Accountants
Address	: Main Office - Kolkata 5/4, Clive Row, 4 th Floor, Room No.-116, Kolkata - 700001 TeleFax : (033) 2231 0133 Email Id: ajayshobha.co@gmail.com Branch Office - Mumbai A-701, La- Chapelle CHS , Ever Shine Nagar, Malad (w), Mumbai-400064 Ph.No. (022) 28808702 MobileNO. 9987006258/9821056258 Fax : (022) 66954910 Email Id: ajayshobha.co@gmail.com Branch Office - Vapi 301, Krishna Kunj Complex, Opposite Sahara Market, Vapi Silvassa Road, Vapi- 396191, Dist- Vapi, Gujarat Ph. No. 0260-6540642 Mobile No. 09426426492 Email Id: ajayshobha.co@gmail.com
Constitution	Partnership Firm
Firm Registration No with ICAI	317031E
Name of the Partners	1) Mr. AJAY GUPTA , B.sc(Hons) F.C.A. , ICAI M. No. 053071 2) Mr. SANJAY MISHRA , B. Com, FCA, AICWA ICAI M. No.057607 3) Mr. Arun Kumar Singh , B. Com, FCA, ICAI M. No. 113591
Date of Commencement of the firm.	05 th September 1986.
RBI Empanelled issued UNIQUE CODE NO	340107





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Chartered Accountants

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Malad (W), Mumbai - 400064.
Mob : 99870 06258, Ph. : 28808702 Fax : 66954910
E-mail : ajayshobha.co@gmail.com

Peer Review of Firm by ICAI	Our Firm is Peer reviewed thrice by ICAI Empanelled Chartered Accountants Firms and Peer review certificate received from Peer Review Board of ICAI.
Insolvency Professional Registration Number	IBBI/IPA-001/IP-P00192/2017-18/10371
Certificate from ICAI on Concurrent Audit	Yes,
Number of Staff Employed	Ten (11) – Audit Fourteen (14) – Subordinate

TEAM

PARTNERS	Mr. AJAY GUPTA – MUMBAI OFFICE INCHARGE Mr. SANJAY MISHRA – VAPI OFFICE INCHARGE Mr. Arun Kumar Singh – KOLKATA OFFICE INCHARGE
SEMI QUALIFIED STAFF	4
OTHER AUDIT STAFF	6
ARTICLE CLERK	9
OTHER STAFF	5

EMPANELLEMENT

RESERVE BANK OF INDIA	:	Empanelled with RBI for Statutory Audit of Bank branches Since 1987.
WEST BENGAL SECONDARY / HIGHER SECONDARY SCHOOL EDUCATION BOARD	:	Empanelled with Directorate of School education (West Bengal) for school / college audit since 1987.
UNION BANK OF INDIA	:	Empanelled with Union Bank of India for stock and inspection audit since 2008-09 to till date
BANK OF INDIA	:	Empanelled with Bank of India for stock and inspection audit since 2015-16 to till date
BANK OF INDIA	:	Empanelled with Bank of India for Concurrent Audit since 2016-17 to till date





Work Experience

STATUTORY AUDIT	A) Listed Companies I) Provogue (India) Ltd : This Company is well known for Fashion designer cloth having brand & retail chain stores all over India & turnover of more than Rs. 800 crores. II) Shekhawati Poly-Yarn Ltd : This Company is a leading manufacturer of Polyester Texturised Yarn & Twisted Yarn and has a turnover of Rs. 350 Crore at its peak operations. III) Solitaire Machine Tools Ltd : This company is in to Manufacturing of various kinds of machine tools and has a Turnover of Rs. 13.50 Crores. IV) Saraswati Commercial (India) Ltd : This company is in to Finance Activities and has a Turnover of Rs. 10 Crore. V) Winro Commercial (India) Limited : This company is in to Finance Activities and has a Turnover of Rs. 16 Crore.
	B) BANKS i) Statutory Audit of 19 branches of UNITED BANK OF INDIA from 1987 to 1994. ii) Statutory Audit of 18 branches of STATE BANK OF INDIA from 1995 to 2001 iii) Statutory Audit of 12 branches of CANARA BANK from 2002 to 2006 iv) Statutory Audit of 9 branches of BANK OF INDIA from 2009 to 2012
	C) AUDIT OF OTHER ENTITIES We are at present carrying out Statutory audit assignments of Proprietorship Concerns, Partnership Firms, Private Limited Companies, Co-operative Societies, Schools (Govt. aided and non-aided schools), Nursing Homes, etc.
CONCURRENT AUDIT	i) We have conducted Concurrent Audit of CENTRAL BANK of India, Sankrail Branch, Howrah in the year 1997. ii) We are conducting concurrent audit of Bank of India, SSI branch Andheri East, Mumbai since July 2016 to July 2018.





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Chartered Accountants

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Malad (W), Mumbai - 400064.
Mob : 99870 06258, Ph. : 28808702 Fax : 66954910
E-mail : ajayshobha.co@gmail.com

STOCK AND INSPECTION AUDIT	i) We have conducted stock audit of Customers of Union Bank Of India from 2008-09 to 2016-17. ii) We have conducted stock audit of customers of Bank of India for the year 2015-16 to till 2016-17. iii) We have conducted Inspection Audit of INDIAN BANK in the year 1996
REVENUE AUDIT	We have conducted Revenue and Expenditure Audit of INDIAN OVERSEAS BANK, UCO BANK, UNION BANK OF INDIA, BANK OF BARODA, ANDHRA BANK PUNJAB NATIONAL BANK, CENTRAL BANK OF INDIA.
INTERNAL AUDIT	We are at present carrying out internal audit assignments of 3 manufacturing and engineering companies.

FINANCIAL SERVICES AND LOAN SYNDICATION

LOAN SYNDICATION AND PROJECT FINANCE	Our other activities include preparation of project reports and syndication of project finance from Banks/Financial Institutions and Private equity sources.
RESTRUCTURING, REHABILITATION AND NPA MANAGEMENT	We also provide assistance to Companies in Restructuring its debts and financial reconstruction through bank, BIFR / NCLT. We assist the Company in Recapitalization in such events.

COMPANY LAW MATTERS

COMPANY LAW CONSULTANCY	We provide consultancy services in the field of company law matters, and matters relating to SEBI & Listing requirements of Stock Exchanges.
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INCOME TAX & SALES TAX

INCOME TAX AND SALES TAX MATTERS	We provide consultancy services in matters of Income Tax & Sales Tax including appear before assessing officer appellate authorities etc. to individuals, proprietorship concerns, partnership firms, public & private limited company.
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FOR AJAY SHOBHA & CO.
CHARTERED ACCOUNTANTS



(AJAY GUPTA)
PARTNER

Avinash Phadke
Flat No. 41, 4th Floor,
The Shreeesh Co-Op. Hsg. Society,
187 Veer Savarkar Marg,
Mahim Mumbai 400 016

Date : 6th May, 2019

To,

The Board of Directors

Talwalkars Healthclubs Limited

I would like to resign as a director from Talwalkar health club board as well as a member from all the committees with immediate effect.

This has become necessary in view of my increasing work and family commitments.

I express my sincere thanks to all the other board members as well as management team.

Kind regards



Dr.Avinash Phadke

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Email: investor@talwalkars.net website: www.talwalkarshealthclubs.com

NOTICE

Notice is hereby given that the Fifth Extra-ordinary General Meeting (EGM) of the members of Talwalkars Healthclubs Limited will be held on Wednesday, 29th day of May, 2019 at 11:30 a.m. at Victoria Memorial School for the Blind, Tardeo Road, Arya Nagar, Tulsiwadi, Tardeo, Mumbai, Maharashtra 400034 to transact the following business:

Special Business

- 1. Appointment of the Statutory Auditor to fill casual vacancy 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 Section 139(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014) and other rules made thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of Audit Committee to the Board of Directors and the recommendation made by the Board of Directors, consent of the Members be and is hereby accorded to appoint M/s. Ajay Shobha & Co., Chartered Accountants (Firm Registration No. 317031E) as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. the existing Auditor and that M/s. Ajay Shobha & Co., Chartered Accountants shall hold the office upto the conclusion of the ensuing Annual General Meeting and conduct the Statutory Audit for the financial year ending 31st March, 2019 at such remuneration as may be decided by the Board of Directors in consultation with the Auditor.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company.”

- 2. Addition to the Main Object of Memorandum of Association of the Company 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 4, 13 and other applicable provisions of the Companies Act, 2013 read with the applicable rules and regulations made thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies and other appropriate authorities or bodies, if necessary, consent of the members of the Company be and is hereby accorded to add the following sub-clause as 2 in 3rd (a) The objects to be pursued by the company on its incorporation:

2. To invest and deal in current or deposits account with banks or moveable properties, shares, stocks, bonds, units of mutual funds, debentures, obligations or

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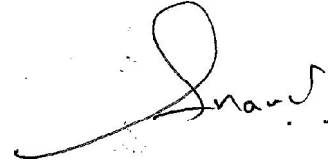
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other securities of Companies or associations or firms, having the same or similar business as that of the Company or in the mortgage in immoveable properties of any tenure or on the pledge of moveable property in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company.”

For Talwalkars Healthclubs Limited



Place: Mumbai
Date: 6th May, 2019

Anant Gawande
Director
DIN:00324734

Registered Office:
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22, Bhulabhai Desai Road,
Mumbai - 400026, India.
Website: www.talwalkarshealthclubs.com

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

Item No. 1:

The existing Auditor has stepped down from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged in section 139(8) of the Companies Act, 2013 ("Act"). The Board proposes that M/s. Ajay Shobha & Co., Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy.

M/s. Ajay Shobha & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested in the resolution set out at Item no. 1 except to the extent of their shareholding interest.

Your Board recommends the Ordinary Resolution set out at Item no. 1 of the Notice for approval by the Members.

Item No. 2:

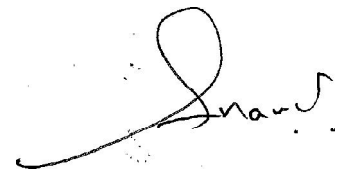
The Board, at its meeting held on 6th May, 2019, has approved the alteration of the Memorandum of Association the Company by adding a new clause as the objects to be pursued by the company on its incorporation. The Company's business is in the line of the objects mentioned therein the Memorandum of Association (MOA). The Board now seeks Members' approval for the same.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of conclusion of EGM.

None of the Directors, Key Managerial Personnel or Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested in the resolution set out at Item no. 2 except to the extent of their shareholding interest.

Your Board recommends the Special Resolution set out at Item no. 2 of the Notice for approval by the Members.

For Talwalkars Healthclubs Limited



Place: Mumbai

Date: 6th May, 2019

Anant Gawande
Director
DIN:00324734

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Notes/Instructions

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.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FIFTH EXTRA-ORDINARY 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. We refer our intimation sent to the Stock Exchanges on 30th April, 2019 and state that this notice be read as an extension of the aforesaid intimation.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. **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

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electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), 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 EGM. 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 Extra-Ordinary General Meeting is displayed on the Company's website- www.talwalkarshealthclubs.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. 22nd May, 2019. 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 only shall be entitled to avail the facility of remote e-voting.
- (v) The remote e-voting period begins on 26th May, 2019 at 9.00 a.m. and ends on 28th May, 2019 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 NSDL 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 two 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.talwalkarshealthclubs.com and on the website of NSDL. 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. 29th May, 2019.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

Step 1 : Log-in to NSDL e-Voting system

- a. Launch internet browser by typing the URL : <https://www.evoting.nsdl.com/>.
- b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. Enter the login credentials (i.e. User ID, Password and a Verification Code as shown on the screen). Your DP ID/ Client ID will be your User ID.
For Members holding shares in Physical Form, USER ID will be EVEN Number followed by Folio Number registered with the company.
Shareholders as new users are requested to open the attached PDF file 'Remote e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login.
- d. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are unable to retrieve or have not received the "Initial Password", Click on "[Forgot User Details/Password?](#)". If you are still unable to get the password, you

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can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- f. Now, you will have to click on “Login” button.
- g. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- a. After successful login, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - b. After click on Active Voting Cycles, you will be able to see all the companies using NSDL e-voting platform and whose voting cycle is active.
 - c. Select “EVEN” of Talwalkars Healthclubs Limited.
 - d. Cast your vote by selecting appropriate options on the Voting Page i.e. “FOR/Assent” or “AGAINST/Dissent”, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - e. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - f. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - g. Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to brupadhyay@hotmail.com with a copy marked to evoting@nsdl.co.in.
 - h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
13. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

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ATTENDANCE SLIP

(PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the Fifth Extra-Ordinary General Meeting of the Members of the Company held on Wednesday, the 29th May, 2019 at 11:30 a.m. at Victoria Memorial School for the Blind, Tardeo Road, Arya Nagar, Tulsiwadi, Tardeo, Mumbai, Maharashtra 400034

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)

Member's / Proxy's Signature

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

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.
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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) of _____ shares of Talwalkars Healthclubs 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 Fifth Extra-Ordinary General Meeting of the Company to be held on Wednesday, the 29th May, 2019 at 11:30 a.m. at Victoria Memorial School for the Blind, Tardeo Road, Arya Nagar, Tulsiwadi, Tardeo, Mumbai, Maharashtra 400034 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution
1	Appointment of the Statutory Auditor to fill casual vacancy
2	Addition to the Main Object of Memorandum of Association of the Company

Signature of Shareholder

Revenue
Stamp
of
Re.1/-

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Talwalkars Healthclubs Limited

(Formerly known as Talwalkars Lifestyles Limited)

Regd Office: 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai – 400026.

CIN: U93090MH2016PLC280127; Tel.: 022-2355 6000

Email: investor@talwalkars.net website: www.talwalkarshealthclubs.com

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.

Route Map to EGM Venue

Venue: Victoria Memorial School for the Blind, Tardeo Road, Arya Nagar, Tulsiwadi, Tardeo, Mumbai, Maharashtra 400034

