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: 27th September, 2018

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

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

Dear Sir,

Re: **Talwalkars Lifestyles Limited; Scrip Symbol: TALWGYM; Scrip Code: 541545**
Sub: **Submission of Voting Result of Business transacted at 2nd Annual General Meeting**

Pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following containing details of Voting Result of the Annual General Meeting held on 26th September, 2018:

1. Voting Results on the resolutions passed in the AGM – **Annexure A**
2. Scrutinizers Report on Voting conducted pursuant to Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure B**

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

Thanking You.

Yours faithfully,
For **Talwalkars Lifestyles Limited**

TALWALKARS LIFESTYLES LIMITED MUMBAI

Gayatri Valan Prasad
Company Secretary

Talwalkars Lifestyles Limited

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Voting Results on the resolutions passed in the AGM – Annexure A

Item No. 1: As an Ordinary Resolution

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

Out of total 22692 members, 67 members cast their votes by e-voting out of which 4 members votes covering 568900 votes were considered invalid as they have not exercised any option and 16 by physical ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	695000	40.88	695000	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**695000**	**40.88**	**695000**	**0**	**0.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	51217	4	99.99	0.00
		Poll		1987539	11.21	1987539	0	0.00	0.00
		Total		**2038760**	**11.50**	**2038756**	**4**	**99.99**	**0.00**
	Grand Totals		**31004856**	**14317503**	**46.18**	**14317499**	**4**	**100.00**	**0.00**

Item No. 2: As an Ordinary Resolution

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

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

TALWALKARS LIFESTYLES LIMITED MUMBAI

Talwalkars Lifestyles Limited

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CIN: U93090MH2016PLC280127; Tel.: 022-6612 6300; Fax: 022-6612 6363
email: investor@talwalkars.net website: www.talwalkarslifestyles.com

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	1263900	74.35	1263900	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**1263900**	**74.35**	**1263900**	**0**	**100.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	44386	6835	86.65	13.34
		Poll		1987539	11.21	1987539	0	100.00	0.00
		Total		**2038760**	**11.50**	**2031925**	**6835**	**99.66**	**0.33**
	Grand Totals		**31004856**	**14886403**	**48.01**	**14879568**	**6835**	**99.95**	**0.05**

Item No. 3: As an Ordinary Resolution

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

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

TALWALKARS LIFESTYLES LIMITED MUMBAI

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

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	1263900	74.35	1263900	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**1263900**	**74.35**	**1263900**	**0**	**100.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	51117	104	99.79	0.20
		Poll		1987539	11.21	1987539	0	100.00	0.00
		Total		**2038760**	**11.50**	**2038656**	**104**	**99.99**	**0.01**
	Grand Totals		**31004856**	**14886403**	**48.01**	**14886299**	**104**	**99.99**	**0.01**

Item No. 4: As an Ordinary Resolution

To ratify appointment of M/s. Lakdawala & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105518W) as Statutory Auditors

Out of total 22692 members, 67 members cast their votes by e-voting out of which 4 members votes covering 568900 votes were considered invalid as they have not exercised any option and 16 by physical ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

TALWALKARS LIFESTYLES LIMITED MUMBAI

Talwalkars Lifestyles Limited

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Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	695000	40.88	695000	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**695000**	**40.88**	**695000**	**0**	**100.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	44386	6835	86.66	13.34
		Poll		1987539	11.21	1987539	0	100.00	0.00
		Total		**2038760**	**11.50**	**2031925**	**6835**	**99.66**	**0.34**
	Grand Totals		**31004856**	**14317503**	**46.18**	**14310668**	**6835**	**99.95**	**0.05**

Item No. 5: As a Special Resolution, Special Business

To Appoint Mr. Dinesh Afzulpurkar (DIN: 05313394), as Independent Director.

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.



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

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	1263900	74.35	1263900	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**1263900**	**74.35**	**1263900**	**0**	**100.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	21117	30104	41.23	58.77
		Poll		1987539	11.21	1987539	0	100.00	0.00
		Total		**2038760**	**11.50**	**2008656**	**30104**	**98.52**	**1.48**
	Grand Totals		**31004856**	**14886403**	**48.01**	**14856299**	**30104**	**99.80**	**0.20**

Item No. 6: As an Ordinary Resolution, Special Business

To Appoint Ms. Farzana Tavadia (DIN: 08098667) as Independent Director.

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

TALWALKARS LIFESTYLES LIMITED MUMBAI

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

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	1263900	74.35	1263900	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**1263900**	**74.35**	**1263900**	**0**	**100.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	21112	30109	41.22	58.78
		Poll		1987539	11.21	1987539	0	100.00	0.00
		Total		2038760	11.50	2008651	30109	98.52	1.48
	Grand Totals		**31004856**	**14886403**	**48.01**	**14856294**	**30109**	**99.80**	**0.20**

Item No. 7: As a Special Resolution, Special Business

Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.



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Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	1263900	74.35	1263900	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**1263900**	**74.35**	**1263900**	**0**	**100.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	14386	36835	28.09	71.91
		Poll		1987539	11.21	1987539	0	100.00	0.00
		Total		**2038760**	**11.50**	**2001925**	**36835**	**98.19**	**1.80**
	Grand Totals		**31004856**	**14886403**	**48.01**	**14849568**	**36835**	**99.75**	**0.25**

Item No. 8: As a Special Resolution, Special Business

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 of Association of the Company.

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

TALWALKARS LIFESTYLES LIMITED MUMBAI

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

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	11583743	11583743	100.00	11583743	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**11583743**	**100.00**	**11583743**	**0**	**100.00**	**0.00**
2	Public Institutions	E-voting	1699884	1263900	74.35	1263900	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**1263900**	**74.35**	**1263900**	**0**	**100.00**	**0.00**
3	Public Shareholding (Non-Institutions)	E-voting	17721229	51221	0.29	44386	6835	86.66	13.34
		Poll		1987539	11.21	1987539	0	100.00	0.00
		Total		2038760	11.50	2031925	6835	99.66	0.34
	Grand Totals		**31004856**	**14886403**	**48.01**	**14879568**	**6835**	**99.95**	**0.05**

The abovementioned resolutions are passed with requisite majority as on the date of the 2nd Annual General Meeting of the Company.

For Talwalkars Lifestyles limited

Gayatri Valan Prasad
Company Secretary

ANNEXURE -B.

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii)of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto; and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Talwalkars Lifestyles Limited,
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400 026.

Dear Sir,

1. I, **Bharat R. Upadhyay**, Practicing Company Secretary (FCS: 5436 and CP No. 4457) of Mumbai, have been appointed as a scrutinizer, by the Board of Directors of Talwalkars Lifestyles Limited for the purpose of scrutinizing the remote e-voting and ballot voting process at the Annual General Meeting as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice & Addendum to the Notice of the 2nd Annual General Meeting (AGM) of the Shareholders of the Company, held on September26, 2018 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.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice & Addendum to the Notice of the 2nd Annual General Meeting of the members of the Company. My responsibility as Scrutinizer for the remote e-voting and ballot voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No.4457

Address : - 507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road,
Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400 086. Tel.: 91-022-2510 0718 / 698 E-mail : brupadhyay@hotmail.com

the Notice & Addendum to the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company, and ballot papers made available at the Annual General Meeting.

3. The Company has appointed CDSL, the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Shareholders of the Company from 9.00 a.m. on September 23, 2018 (Sunday) to 5.00 p.m. on September 25, 2018 (Tuesday).

4. The notices sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.

5. As prescribed in the said Rules, the Company has also published an advertisement in newspapers on September 3, 2018 in "The Free Press Journal" (in English) and "Navshakti" (in Marathi) and it carried the required information as specified in the said Rules.

6. The Chairman at the 2nd Annual General meeting, held on September26, 2018, had announced that the members who had not exercised their votes through e-voting may, if they wish to, can exercise their votes by ballot voting at the meeting.

7. The members of the Company as on the 'cut-off' date i.e. September19, 2018 were entitled to vote on the resolutions (item no. 1 to 8) as set out in the notice & Addendum to the Notice of the 2nd Annual General Meeting.

8. The votes cast were unblocked after the AGM in the presence of 2 witnesses, Hiral Thakkar and Komal Gala, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Hiral

Komal Gala

9. My combined report on the results of voting through e-voting and ballot voting at the Annual General Meeting is as under:

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No.4457

ORDINARY BUSINESSS

Item No. 1: As an Ordinary Resolution

A) 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 ; and

B) The audited consolidated financial statement of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.

Out of total 22692 members, 67 members cast their votes by e-voting out of which 4 members votes covering 568900 votes were considered invalid as they have not exercised any option and 16 by physical ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	59	15	**74**	12329960	1987539	**14317499**	**99.99**
Dissent	4	0	**4**	4	0	**4**	**0.01**
Total	**63**	**15**	**78**	**12329964**	**1987539**	**14317503**	**100**

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES COMPANY (SECRETARIES) CP No.4457

Item No. 2: As an Ordinary Resolution

Declaration of dividend on Equity Shares for the year ended 31st March, 2018

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	62	15	**77**	12892029	1987539	**14879568**	**99.95**
Dissent	5	0	**5**	6835	0	**6835**	**0.05**
Total	**67**	**15**	**82**	**12898864**	**1987539**	**14886403**	**100**

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES
COMPANY SECRETARIES
CP No. 4457

Item No. 3: As an Ordinary Resolution

Re-appointment of Mr. Prashant Talwalkar (DIN: 00341715), who retires by rotation and being eligible offers himself for re-appointment

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	62	15	77	12898760	1987539	14886299	99.99
Dissent	5	0	5	104	0	104	0.01
Total	67	15	82	12898864	1987539	14886403	100

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No. 4457

Bharat R. Upadhyay & Associates

Item No. 4: As an Ordinary Resolution

Ratification of Appointment of M/s. Lakdawala& Associates, Chartered Accountants, Mumbai as Statutory Auditors.

Out of total 22692 members, 67 members cast their votes by e-voting out of which 4 members votes covering 568900 votes were considered invalid as they have not exercised any option and 16 by physical ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	58	15	**73**	12323129	1987539	**14310668**	**99.95**
Dissent	5	0	**5**	6835	0	**6835**	**0.05**
Total	**63**	**15**	**78**	**12329964**	**1987539**	**14317503**	**100**

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES
COMPANY SECRETARIES
CP No 4457

SPECIAL BUSINESS

Item No. 5: As a Special Resolution.

Appointment of Mr. Dinesh Afzulpurkar (DIN: 05313394), as Independent Director

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	61	15	**76**	12868760	1987539	14856299	**99.80**
Dissent	6	0	**6**	30104	0	30104	**0.20**
Total	**67**	**15**	**82**	**12898864**	**1987539**	**14886403**	**100**

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No 4157

Item No. 6: As an Ordinary Resolution.

Appointment of Ms. Farzana Tavadia (DIN: 08098667), as Independent Director.

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	60	15	**75**	12868755	1987539	**14856294**	**99.80**
Dissent	7	0	**7**	30109	0	**30109**	**0.20**
Total	**67**	**15**	**82**	**12898864**	**1987539**	**14886403**	**100**

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES
COMPANY SECRETARIES
CP No. 4467

Item No. 7: As a Special Resolution.

Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	61	15	**76**	12862029	1987539	**14849568**	**99.75**
Dissent	6	0	**6**	36835	0	**36835**	**0.25**
Total	**67**	**15**	**82**	**12898864**	**1987539**	**14886403**	**100**

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES
COMPANY SECRETARIES
CP No. 9457

Item No. 8: As a Special Resolution.

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 of Association of the Company.

Out of total 22692 members, 67 members cast their votes by e-voting and 16 by physical Ballot voting at the AGM out of which 1 ballots covering 108 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Particulars	Number of voters			Number of votes contained in			Percentage (%)*
Voting Mode	E-voting	Ballot voting at AGM	Total	E-voting	Ballot voting at AGM	Total	
Assent	62	15	**77**	12892029	1987539	**14879568**	**99.95**
Dissent	5	0	**5**	6835	0	**6835**	**0.05**
Total	**67**	**15**	**82**	**12898864**	**1987539**	**14886403**	**100**

*The figures have been rounded off to two decimal places.

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No 4447

8. Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under remote e-voting and voting done at the AGM through Ballot Paper voting shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Company Secretary.

9. The abovementioned resolutions are deemed to be passed with requisite majority as on the date of the 2nd Annual General Meeting of the Company i.e. September26, 2018.

Thanking you,

Yours faithfully,

BHARAT R. UPADHYAY & ASSOCIATES
COMPANY SECRETARIES
CP No4457

Bharat Upadhyay, FCS
Practicing Company Secretary
Scrutinizer
FCS No.: 5436
CP No.: 4457

Date: Mumbai
Place: September 26, 2018

Countersigned

For Talwalkars Lifestyles Limited

Anant Gawande
Director
DIN: 00324734