**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 CIN: L92411MH2003PLC140134

Talwalkars™
*Spreading fitness since 1932*

Date: 6th August, 2015

To,
Mr. Wilbur Fernandes/ Mr. Troydon Bird,
The Manager
**BSE Limited**
Corporate Service Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

To,
The Manager
Listing / Compliance Department,
**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 Better Value Fitness Limited; Scrip Name: TALWALKARS; Scrip Code : 533200**
Sub: **Decision of the Board Meeting held on 6th August, 2015**

This is to inform you that as per the requirement of Clause 20, Clause 41 and other applicable clauses of the Listing Agreement, the Board of Directors of the Company in its meeting held on 6th August, 2015 has discussed and decided on the following:

1. Considered and approved the unaudited (Stand-alone and Consolidated) Financial Results for the quarter ended on 30th June, 2015, copies of which are enclosed herewith.

2. Adopted Limited Review Report obtained from the Statutory Auditors of the Company, copy of which is enclosed herewith.

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

Thanking You.

Yours faithfully,
For **Talwalkars Better Value Fitness Ltd.**

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

**Avanti Sankav**
**Company Secretary & Compliance Officer**

Encl: As Above

# M.K. DANDEKER & CO.

*Chartered Accountants,*

Phone : +91-44-25222100
Fax : +91-44-25220721
E-Mail : dandeker@vsnl.com
dandeker@eth.net

No.244 (Old No.138),
Angappa Naicken Street,
2nd Floor, Chennai - 600 001
**Branches:** BANGALORE
HYDERABAD
MUMBAI


**Report on Review of Interim Financial Information**

The Board of Directors,
**Talwalkars better Value Fitness Limited**
Mumbai

**Introduction:**

We have reviewed the accompanying statement of un-audited Standalone financial results of **Talwalkars better Value Fitness Limited** for the quarter ended June 30, 2015 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. Management is responsible for the preparation and fair presentation of this interim financial information in accordance with applicable Accounting Standards and other recognised accounting practices and policies. The interim financial information has been approved by the board of directors/committee of board of directors. Our responsibility is to express a conclusion on this interim financial information based on our review.

**Scope of Review:**

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

**Conclusion:**

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited Standalone financial results for the quarter April 1, 2015 to June 30, 2015 prepared in accordance with accounting standards notified under section 133 of the Companies Act 2013 and other recognized accounting practices and policies has not disclosed the information required to be disclosed including the manner in which it is to be disclosed, or that it contains any material misstatement.

*for* **M.K.DANDEKER & CO.,**
*Chartered Accountants*
(ICAI Reg No 000679S)

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

**S. Poosaidurai**
Partner
Membership No. 223754

**Date:** August 6, 2015

**Place:** Mumbai

# 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 CIN: L92411MH2003PLC140134

Talwalkars

Part I (₹ In Lakhs)

**Statement of Standalone Unaudited Results for the quarter ended 30th June,2015**

| | Particulars | Quarter ended | | | Year ended |
|---|---|---|---|---|---|
| | | 30.06.2015 | 31.03.2015 | 30.06.2014 | 31.03.2015 |
| | | Unaudited | Unaudited | Unaudited | Audited |
| 1 | **Income from operations** | | | | |
| a | Income from operations | 4,487.54 | 7,171.55 | 3,861.21 | 22,408.53 |
| | Less: Service Tax | 516.05 | 768.74 | 406.49 | 2,386.27 |
| | | | | | |
| b | Other operating income | 99.14 | 23.62 | 19.16 | 78.60 |
| | **Total income from operations (net)** | **4,070.63** | **6,426.43** | **3,473.88** | **20,100.86** |
| 2 | **Expenses** | | | | |
| a | (Increase)/Decrease in stock in trade | 0.17 | 0.83 | 0.42 | 2.13 |
| b | Purchase of stock in trade | - | - | - | - |
| c | Employee Benefits expense | 613.82 | 586.28 | 668.36 | 3,070.90 |
| d | Depreciation and amortisation expense | 1,266.97 | 953.85 | 931.27 | 3,667.68 |
| e | Other expenses | 1,339.72 | 1,458.09 | 1,113.87 | 5,678.78 |
| | **Total Expenses** | **3,220.67** | **2,999.05** | **2,713.93** | **12,419.49** |
| 3 | **Profit from operations before other income, finance costs and exceptional items (1-2)** | **849.96** | **3,427.38** | **759.96** | **7,681.37** |
| 4 | Other income | - | - | - | - |
| 5 | **Profit from ordinary activities before finance costs and exceptional items (3+4)** | **849.96** | **3,427.38** | **759.96** | **7,681.37** |
| 6 | Finance costs | 283.80 | 211.67 | 329.72 | 1,091.41 |
| 7 | **Profit from ordinary activities after finance costs but before exceptional items (5-6)** | **566.15** | **3,215.71** | **430.24** | **6,589.96** |
| 8 | Exceptional items | - | - | - | - |
| 9 | **Profit from ordinary activities before tax (7+8)** | **566.15** | **3,215.71** | **430.24** | **6,589.96** |
| 10 | Tax Expense | 110.00 | 1,523.59 | 64.54 | 2,291.53 |
| 11 | **Net Profit from ordinary activities After tax (9-10)** | **456.15** | **1,692.12** | **365.70** | **4,298.43** |
| 12 | Extraordinary items | - | - | - | - |
| 13 | **Net Profit for the period (11+12)** | **456.15** | **1,692.12** | **365.70** | **4,298.43** |
| 14 | Paid-up Equity Share Capital (Face Value of Rs.10/- each) | 2,970.49 | 2,618.09 | 2,618.09 | 2,618.09 |
| 15 | Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year | - | - | - | 22,382.82 |
| 16 i | **Earnings per share (before extraordinary items) of Rs. 10/- each) (not annualised):** | - | - | - | - |
| | a) Basic | 1.54 | 6.46 | 1.40 | 16.42 |
| | b) Diluted | 1.72 | 6.46 | 1.40 | 16.42 |
| 16 ii. | **Earnings per share (After extraordinary items) (of Rs.10/- each) (not annualised)** | - | - | - | - |
| | a) Basic | 1.54 | 6.46 | 1.40 | 16.42 |
| | b) Diluted | 1.72 | 6.46 | 1.40 | 16.42 |

Part II

**Select information for the quarter ended 30th June, 2015**

| | Particulars | Quarter ended | | | Year ended |
|---|---|---|---|---|---|
| | | 30.06.2015 | 31.03.2015 | 30.06.2014 | 31.03.2015 |
| | | Unaudited | Unaudited | Unaudited | Audited |
| A | **Particulars of shareholding** | | | | |
| 1 | Public Shareholding | | | | |
| | - Number of shares | 18,456,213 | 14,840,077 | 12,199,965 | 14,840,077 |
| | - Percentage of Shareholding | 62.13% | 56.68% | 46.60% | 56.68% |
| 2 | Promoter and Promoter Group Shareholding | | | | |
| | a) Pledged/Encumbered | - | - | - | - |
| | - Number of Shares | | | | |
| | - % of the shares (as a % of total shareholding of promoter and promoter group) | - | - | - | - |
| | - % of the shares (as a % of total share capital of the Company) | - | - | - | - |
| | b) Non-encumbered | | | | |
| | - Number of Shares | 11,248,643 | 11,340,811 | 13,980,923 | 11,340,811 |
| | - % of the shares (as a % of total shareholding of promoter and promoter group) | 100.00% | 100.00% | 100.00% | 100.00% |
| | - % of the shares (as a % of total share capital of the Company) | 37.87% | 43.32% | 53.40% | 43.32% |



B Status of Investors complaints for the quarter ended 30th June,2015 :

| Pending at the beginning of the quarter | Received during quarter | Disposed Off during the quarter | Remaining unresolved at the end of the quarter |
|---|---|---|---|
| NIL | NIL | NIL | NIL |

**Notes**

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 6th August, 2015

2 The Statutory Auditors have carried out a limited review of the results for the quarter ended 30th June, 2015

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

4 There are no qualifications raised by the Auditors in the limited review report

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

6 The Company has 152 Fitness Centers across 80 cities and towns in India as on 30th June, 2015

7 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.

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

For **Talwalkars Better Value Fitness Limited**

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

**Vinayak Gawande**
**Whole time Director**
**DIN-00324591**

Place: Mumbai
Date: 6th August,2015

# M.K. DANDEKER & CO.

*Chartered Accountants,*

Phone : +91-44-25222100
Fax : +91-44-25220721
E-Mail : dandeker@vsnl.com
dandeker@eth.net

No.244 (Old No.138),
Angappa Naicken Street,
2nd Floor, Chennai - 600 001
**Branches:** BANGALORE
HYDERABAD
MUMBAI


**Report on Review of Interim Financial Information**

The Board of Directors,
**Talwalkars Better Value Fitness Limited**
Mumbai

**Introduction:**

We have reviewed the accompanying statement of un-audited Consolidated financial results of **Talwalkars Better Value Fitness Limited** for the quarter ended June 30, 2015 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. Management is responsible for the preparation and fair presentation of this interim financial information in accordance with applicable Accounting Standards and other recognised accounting practices and policies. The interim financial information has been approved by the board of directors/committee of board of directors. Our responsibility is to express a conclusion on this interim financial information based on our review.

**Scope of Review:**

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

**Conclusion:**

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited Consolidated financial results for the quarter April 1, 2015 to June 30, 2015 prepared in accordance with accounting standards notified under section 133 of the Companies Act 2013 and other recognized accounting practices and policies has not disclosed the information required to be disclosed including the manner in which it is to be disclosed, or that it contains any material misstatement.

*for* **M.K.DANDEKER & CO.,**
*Chartered Accountants*
(ICAI Reg No 000679S)

**Date:** August 6, 2015

**Place:** Mumbai

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

**S. Poosaidurai**
Partner
Membership No. 223754

# 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 CIN: L92411MH2003PLC140134

Talwalkars

**Part I** (₹ In Lakhs)

**Statement of Consolidated Unadited Results for the quarter ended 30th June,2015**

| | Particulars | Quarter ended | | | Year ended |
|---|---|---|---|---|---|
| | | 30.06.2015 | 31.03.2015 | 30.06.2014 | 31.03.2015 |
| | | Unaudited | Unaudited | Unaudited | Audited |
| 1 | **Income from operations** | | | | |
| a | Income from operations | 5,070.10 | 7,683.62 | 4,471.82 | 25,256.02 |
| | Less: Service Tax | 581.06 | 822.92 | 471.92 | 2,690.49 |
| | | | | | |
| b | Other operating income | 98.21 | 32.22 | 13.65 | 85.68 |
| | **Total income from operations (net)** | **4,587.24** | **6,892.93** | **4,013.55** | **22,651.22** |
| 2 | **Expenses** | | | | |
| a | (Increase)/Decrease in stock in trade | 0.17 | 0.83 | 0.42 | 2.13 |
| b | Purchase of stock in trade | - | - | - | - |
| c | Employee Benefits expenses | 825.56 | 692.90 | 812.06 | 3,692.01 |
| d | Depreciation and amortisation expenses | 1,314.38 | 1,045.57 | 984.45 | 3,972.88 |
| e | Other expenses | 1,523.61 | 1,561.38 | 1,332.22 | 6,418.74 |
| | **Total Expenses** | **3,663.71** | **3,300.68** | **3,129.15** | **14,085.76** |
| 3 | **Profit from operations before other income, finance costs and exceptional items (1-2)** | **923.53** | **3,592.25** | **884.40** | **8,565.46** |
| 4 | Other income | - | - | - | - |
| 5 | **Profit from ordinary activities before finance costs and exceptional items (3+4)** | **923.53** | **3,592.25** | **884.40** | **8,565.46** |
| 6 | Finance costs | 315.50 | 207.51 | 382.08 | 1,277.93 |
| 7 | **Profit from ordinary activities after finance costs but before exceptional items (5-6)** | **608.03** | **3,384.74** | **502.32** | **7,287.53** |
| 8 | Exceptional items | - | - | - | - |
| 9 | **Profit from ordinary activities before tax (7+8)** | **608.03** | **3,384.74** | **502.32** | **7,287.53** |
| 10 | Tax Expense | 110.36 | 1,673.59 | 64.66 | 2,449.66 |
| 11 | **Net Profit from ordinary activities after tax (9-10)** | **497.66** | **1,711.15** | **437.66** | **4,837.87** |
| 12 | Extraordinary items | - | - | - | - |
| 13 | **Net Profit for the period (11+12)** | **497.66** | **1,711.15** | **437.66** | **4,837.87** |
| 14 | Share of profit of associates | - | - | - | - |
| 15 | Minority Interest | **20.75** | **(77.13)** | **34.50** | **230.36** |
| 16 | **Net profit after taxes, minority interest and share of profit of associates (13+14-15)** | **476.91** | **1,788.28** | **403.16** | **4,607.51** |
| 17 | Paid-up Equity Share Capital (Face Value of Rs.10/- each) | 2,970.49 | 2,618.09 | 2,618.09 | 2,618.09 |
| 18 | Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year | - | - | - | 23,635.89 |
| 19 i | **Earnings per share (before extraordinary items) of Rs. 10/- each) (not annualised):** | - | - | - | - |
| | a) Basic | 1.61 | 6.83 | 1.54 | 17.60 |
| | b) Diluted | 1.80 | 6.83 | 1.54 | 17.60 |
| 19 ii. | **Earnings per share (after extraordinary items) (of Rs.10/- each) (not annualised)** | | | | |
| | a) Basic | 1.61 | 6.83 | 1.54 | 17.60 |
| | b) Diluted | 1.80 | 6.83 | 1.54 | 17.60 |

**Part II**

**Select information for the quarter and year ended 30th June,2015**

| | Particulars | Quarter ended | | | Year ended |
|---|---|---|---|---|---|
| | | 30.06.2015 | 31.03.2015 | 30.06.2014 | 31.03.2015 |
| | | Unaudited | Unaudited | Unaudited | Audited |
| A | **Particulars of shareholding** | | | | |
| 1 | Public Shareholding | | | | |
| | - Number of shares | 18,456,213 | 14,840,077 | 12,199,965 | 14,840,077 |
| | - Percentage of Shareholding | 62.13% | 56.68% | 46.60% | 56.68% |
| 2 | Promoter and Promoter Group Shareholding | | | | |
| | a) Pledged/Encumbered | | | | |
| | - Number of Shares | - | - | - | - |
| | - % of the shares (as a % of total shareholding of promoter and promoter group) | - | - | - | - |
| | - % of the shares (as a % of total share capital of the Company) | - | - | - | - |
| | b) Non-encumbered | | | | |
| | - Number of Shares | 11,248,643 | 11,340,811 | 13,980,923 | 11,340,811 |
| | - % of the shares (as a % of total shareholding of promoter and promoter group) | 100.00% | 100.00% | 100.00% | 100.00% |
| | - % of the shares (as a % of total share capital of the Company) | 37.87% | 43.32% | 53.40% | 43.32% |

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

**B Status of Investors complaints for the quarter ended 30th June,2015 :**

| Pending at the beginning of the quarter | Received during | Disposed Off | Remaining unresolved at the end of |
|---|---|---|---|
| NIL | NIL | NIL | NIL |

**Notes**

1 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 6th August, 2015

2 The Statutory Auditors have carried out a limited review of the results for the quarter ended 30th June, 2015

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

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

5 There are no qualifications raised by the Auditors in the limited review report

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

7 The Company has 152 Fitness Centers across 80 cities and towns in India as on 30th June, 2015

8 The Consolidated results includes the financial results of all our subsidiaries.

9 Information of Standalone Accounts as per Clause 41 of Listing Agreement.

(₹ In Lakhs)

| Particulars | Quarter ended | | | Year ended |
|---|---|---|---|---|
| | 30.06.2015 Unaudited | 31.03.2015 Unaudited | 30.06.2014 Unaudited | 31.03.2015 Audited |
| Turnover | 4,070.63 | 6,426.43 | 3,473.88 | 20,100.86 |
| Profit before Tax | 566.15 | 3,215.71 | 430.24 | 6,589.96 |
| Profit after Tax | 456.15 | 1,692.12 | 365.70 | 4,298.43 |

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

For **Talwalkars Better Value Fitness Limited**

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

**Vinayak Gawande**
**Whole time Director**
**DIN-00324591**

**Place: Mumbai**
**Date: 6th August,2015**