Talwalkars Better Value Fitness Ltd.
Regd. Off : 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai 400 026.
Tel.: 6612 6300. Fax: 6612 6363. Website: www.talwalkars.net

Talwalkars
Spreading fitness since 1932

Date: 8th August, 2013

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.

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

Dear Sir,

Re: **Talwalkars Better Value Fitness Limited; Scrip Name: TALWALKARS; Scrip Code: 533200**
Sub: **Submission of the details of the voting results at the Annual General Meeting.**

Pursuant to the provisions of clause 35A of the Listing Agreement, we hereby submit the details of the voting results at the Annual General Meeting held on 8th August, 2013.

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

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Details of the voting results at Annual General Meeting as per clause 35A of Listing Agreement.

1. Date of the AGM/EGM: 8th August, 2013

2. Total number of shareholders on record date: 12207.

3. No. of shareholders present in the meeting either in person or through proxy: 63

Promoters and Promoter Group: 7	Public: 56

4. No. of Shareholders attended the meeting through Video Conferencing: Nil

Promoters and Promoter Group: Nil	Public: Nil

5. Details of the Agenda:
Ordinary Resolutions:
Resolution 1:
To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon;

Resolution passed:
"**RESOLVED THAT** consent of shareholders be and is hereby accorded for adoption of the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account of the Company for the year ended on that date together with the cash flow statement, consolidated accounts, Reports of the Board of Directors and Auditors thereon along with relevant annexure and enclosures."

Mode of voting: Show of hands
Voting by Poll/Postal ballot/E-voting: Not Applicable

Resolution 2:
To declare dividend on Equity Shares for the year ended 31st March, 2013;

Resolution passed:
"**RESOLVED THAT** consent of the shareholders be and is hereby accorded for the declaration and payment of dividend @ Rs.1.50/- per equity share of Rs. 10/- each (15%) fully paid for the year ended 31st March, 2013 and be paid to those shareholders/ members whose names appear in the Register of Members or the list provided by the CDSL/NSDL of the shares held in electronic form on the basis of beneficial ownership as on 2nd August, 2013."

Mode of voting: Show of hands
Voting by Poll/Postal ballot/E-voting: Not Applicable

Resolution 3:
To appoint a Director in place of Mr. Madhukar Talwalkar, who retires by rotation and being eligible, offers himself for re-appointment;

Resolution passed:

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

"RESOLVED THAT consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Madhukar Talwalkar who retires by rotation at this Annual General Meeting as per the provisions of the Companies Act, 1956 as Director liable to retire by rotation."

Mode of voting: Show of hands
Voting by Poll/Postal ballot/E-voting: Not Applicable

Resolution 4:
To appoint a Director in place of Mr. Vinayak Gawande, who retires by rotation and being eligible, offers himself for re-appointment;

Resolution passed:
"RESOLVED THAT consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Vinayak Gawande who retires by rotation at this Annual General Meeting as per the provisions of the Companies Act, 1956 as Director liable to retire by rotation."

Mode of voting: Show of hands
Voting by Poll/Postal ballot/E-voting: Not Applicable

Resolution 5:
To appoint a Director in place of Mr. Girish Talwalkar, who retires by rotation and being eligible, offers himself for re-appointment;

Resolution passed:
"RESOLVED THAT consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Girish Talwalkar who retires by rotation at this Annual General Meeting as per the provisions of the Companies Act, 1956 as Director liable to retire by rotation."

Mode of voting: Show of hands
Voting by Poll/Postal ballot/E-voting: Not Applicable

Resolution 6:
To appoint M. K. Dandeker & Company (Firm Registration Number : 000679S), Chartered Accountants, Mumbai as the Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors.

Resolution passed:
"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions of the Companies Act, 1956, M.K. Dandeker & Co., Chartered Accountants, Mumbai (Firm Registration Number : 000679S) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration that may be determined by the Board of Directors."

Mode of voting: Show of hands
Voting by Poll/Postal ballot/E-voting: Not Applicable

