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

9th August, 2012

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

Kind Attn : Corporate Relationship Department

(Talwalkars Better Value Fitness Ltd; Scrip Name: TALWALKARS)

Sub : Information pursuant to Clause 31(d) of the Listing Agreement
– Proceedings at the 9th Annual General Meeting of the Company

Dear Sirs,

Pursuant to Clause 31(d) and other applicable clauses of the Listing Agreement, we give below the proceedings of the 9th Annual General Meeting (AGM) of the Company, held on Thursday, 9th August, 2012 at 12.30 p.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 2nd Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400 001. At the said AGM, the shareholders of the Company:

As Ordinary Business:

1. Adopted the Audited Balance Sheet of the Company as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. Declared dividend of Re. 1.25/- per share of Rs. 10/- each (12.5%).
3. Re-appointed Mr. Mr. Raman Maroo as a Director.
4. Re-appointed Mr. Mr. Mohan Jayakar as a Director.
5. Re-appointed Mr. Abhijeet Patil as a Director.
6. Appointed M/s. M. K. Dankeker & Co., Chartered Accountants, Mumbai, as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorised the Board of Directors to fix their remuneration.

As Special Business:

1. Appointed Mr. Dinesh Afzulpurkar as Director of the Company.
2. To increase the borrowing powers in terms of Section 293(1)(d) of the Companies Act, 1956, to the extent of an aggregate sum of Rs.3,50,00,00,000/- (Rupees Three Hundred and Fifty Crores only) and /or in equivalent foreign currency.

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

Thanking you,

Yours truly,
For **Talwalkars Better Value Fitness Limited**

Avanti Sankav
Company Secretary & Compliance Officer
9th August, 2012

TALWALKARS BETTER VALUE FITNESS LTD. ★ MUMBAI