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

28th August, 2017

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

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

Dear Sir,

Re: **Talwalkars Better Value Fitness Ltd.; Scrip Symbol: TALWALKARS; Scrip Code: 533200**
Sub: **Submission of Newspaper Cuttings in which Postal Ballot Result is published.**

We are enclosing herewith the Newspaper Cuttings of Nav Shakti and Free Press dated 25th August, 2017 in which results of the Postal Ballot Voting process of the Company are published.

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

Thanking You.

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

Avanti Sankav
Company Secretary

Enclosure: As above

THE FREE PRESS JOURNAL
MUMBAI | FRIDAY | AUGUST 25, 2017

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This is to inform you pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company resolved on 20th July, 2017 to conduct postal Ballot in respect of the Special Resolutions and the postal ballot notice and forms were dispatched to the members on 24th July, 2017. Mr. Bharat R. Upadhyay, Company Secretary in Practice was appointed as the Scrutinizer. The last date for receipt of the postal ballot from members was 23rd August, 2017.

The Scrutinizer has submitted his report on the postal Ballot (through e-voting and postal ballot forms) on 24th August, 2017 and as per his report, the result of the postal ballot is as follows:

Resolution 1: Issuance of Equity Shares on preferential basis to promoter group and to consider and if thought fit, to pass the following resolution as a Special Resolution:

Out of total 16476 members, 77 members cast their votes by e-voting and 57 members by Postal Ballot Forms. Of the 57 Postal Ballot Forms, 6* Postal Ballot Forms comprising of 262 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No. 1

***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total
Assent	46	63	109	2,393	14,218,083	14,220,476	99.98
Dissent	5	14	19	305	2,041	2,346	0.02
Total	51	77	128	2,698	14,220,124	14,222,822	100

Resolution 2: To approve increase in borrowing limits of the Company to Rs. 675 Crore and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

Out of total 16476 members, 84 members cast their votes by e-voting and 57 members by postal ballot forms. Of the 57 postal ballot forms, 6* postal ballot forms comprising of 262 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) postal ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No. 2

***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total
Assent	48	75	123	2,523	15,154,189	15,156,712	99.99
Dissent	3	9	12	175	392	567	0.01
Total	51	84	135	2,698	15,154,581	15,157,279	100

Resolution 3 : To approve creation of charges on the movable and immovable properties of the Company both present and future, in respect of the borrowings and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

Out of total 16476 members, 84 members cast their votes by e-voting and 57 members by Postal Ballot Forms. Of the 57 Postal Ballot Forms, 6* Postal Ballot Forms comprising of 262 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No. 3

***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total
Assent	47	74	121	2,323	15,154,176	15,156,499	99.99
Dissent	4	10	14	375	405	780	0.01
Total	51	84	135	2,698	15,154,581	15,157,279	100

Resolution 4: To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass the following resolution, as a Special Resolution:

Out of total 16476 members, 84 members cast their votes by e-voting and 57 members by Postal Ballot Forms. Of the 57 Postal Ballot Forms, 7* Postal Ballot Forms comprising of 272 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No. 4

***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total
Assent	45	74	119	2,303	15,154,269	15,156,572	99.99
Dissent	5	10	15	385	312	697	0.01
Total	50	84	134	2,688	15,154,581	15,157,269	100

The Board of Directors declared the aforesaid Special Resolutions at Item No. 1, 2, 3 & 4 as duly passed by the shareholders with requisite majority and have become effective.

Place: Mumbai,
Dated: 24th August, 2017

For **Talwalkars Better Value Fitness Limited**
Avanti Sankav
Company Secretary

Talwalkars Better Value Fitness Ltd.

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***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

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***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total
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***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total
Assent	47	74	121	2,323	15,154,176	15,156,499	99.99
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***One member holding 1 (One) Equity Share has voted through postal ballot as well as through e-voting therefore, vote cast by postal ballot has been considered as invalid.**

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total
Assent	45	74	119	2,303	15,154,269	15,156,572	99.99
Dissent	5	10	15	385	312	697	0.01
Total	50	84	134	2,688	15,154,581	15,157,269	100

The Board of Directors declared the aforesaid Special Resolutions at Item No. 1, 2, 3 & 4 as duly passed by the shareholders with requisite majority and have become effective.

For **Talwalkars Better Value Fitness Limited**
Avanti Sankav
Company Secretary

Place: Mumbai,
Dated: 24th August, 2017