**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: 11th May, 2016

To,
**BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

To,
**National Stock Exchange of India Ltd.**
Exchange Plaza,Plot No. C/1, G Block, BKC,
Bandra (East), Mumbai - 400051.

Dear Sir,

Re: **Talwalkars Better Value Fitness Ltd.; Scrip Symbol: TALWALKARS; Scrip Code: 533200**
Sub: **Submission of Postal Ballot Form and Notice.**

We enclose herewith Postal Ballot Notice and Form along with Statement under Section 102 of the Companies Act, 2013.

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

Thanking You.

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

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

Encl: a/a

**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

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## POSTAL BALLOT NOTICE

**[Notice pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 including any amendment thereto or enactment/re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as ordinary/ special resolutions by way of postal ballot/e-voting.

**SPECIAL BUSINESS:**

**Item No. 1**

**To appoint Mrs. Mrunalini Deshmukh (DIN: 07092728) as Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment thereto or enactment/re-enactment thereof) and Regulations 16, 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Mrunalini Deshmukh, a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office upto five consecutive years for a term commencing from 5th November, 2015.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

**Item No. 2**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or enactment/re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Board thereof) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as the Board may consider fit, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits, issue of debt securities/debentures or otherwise in Indian rupees or any other foreign currency, from any bank(s), financial Institutions, bodies corporate, other person or persons and whether the

same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all or any of the Company's assets and effects or properties including uncalled capital, stock-in-trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, shall not exceed, in the aggregate, the sum of Rs. 600,00,00,000/- (Rupees Six Hundred Crores only) and/or in equivalent foreign currency.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

**Item No. 3**

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

"**RESOLVED THAT** pursuant to provisions of Section 180(1)(a) and other applicable provisions read with the relevant rules, if any, of the Companies Act, 2013 (including any amendment thereto or enactment/re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Board thereof) to sell, lease or otherwise dispose off the whole or substantially whole of the undertaking of the Company or create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management in certain events, in favour of the Banks, Financial Institutions, NBFCs, lenders, other investing agencies and trustees for lenders/the holders of debentures/bonds and/or other securities/instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of whatever nature or by whatever name (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 600,00,00,000/- (Rupees Six Hundred Crores only)."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

**Item No. 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:**

"**RESOLVED THAT** pursuant to Sections 42, 71 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or enactment/re-enactment thereof) and the Articles of Association of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for non-convertible debentures, in one or more series or tranches, aggregating upto Rs.125 Crores, on private placement basis during the financial year of 2016-17 within the overall borrowing limits of the Company, as approved by the members, from time to time and on such terms and conditions as the Board of Directors of the Company may, from time to time determine and consider proper and most beneficial to the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

By Order of the Board of Directors
**Talwalkars Better Value Fitness Ltd.**

**Avanti Sankav**
**Company Secretary & Compliance officer**

Place: Mumbai
Date: 5th May, 2016
**Registered Office:**
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400026, India.
Website: www.talwalkars.net

**NOTES:**

1. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website www.talwalkars.net.
2. Statement annexed to Notice pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed ordinary/ special resolutions are appended herein below.
3. The Board of Directors of the Company has appointed Mr. Bharat Upadhyay, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. The Notice is being sent to all the members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited

("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, 6th May, 2016, who are eligible for voting on postal ballot.

5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. Please note that e-voting is optional. In case member has voted through e-voting facility, he/she is not required to send the physical postal ballot form. In case a member vote through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer.
6. Members desiring to opt for e-voting are requested to read the instructions provided below.
7. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by sending an e-mail on 'ig@talwalkars.net'.
8. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Whole-time Director. The result of the postal ballot would be announced and displayed on Wednesday, 15th June, 2016 at 6.00 p.m. at the registered office of the Company. The result shall be intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website www.talwalkars.net and on the website of CDSL.

9. The date of declaration of the results of the Postal Ballot will be taken to be date of passing of the ordinary/special resolution by the member of the Company.

**E-VOTING PROCESS:**

(i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(ii) The e-voting period will commence from 9.00 a.m. on Thursday, 12th May, 2016 and end at 5.00 p.m. on Saturday, 11th June, 2016.

(iii) During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 6th May, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting from 5.00 p.m. on Saturday, 11th June, 2016.

(iv) In case members have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under the "Help" section or write an email to helpdesk.evoting@cdslindia.com or address their queries to Mr. Mehboob Lakhani, Assistant Manager of Central Depository Services (India) Limited at Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai – 400001; (Contact Number: 18002005533)

(v) The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities.

(vi) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**The instructions for shareholders voting electronically are as under:**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" tab.
3. Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   Then enter the Image Verification Code as displayed and Click on Login.
4. Select "Talwalkars Better Value Fitness Limited" from the drop down menu and click on "submit".
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

| | **For Members holding shares in Demat/Physical Form** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip. |
| DOB # | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details # | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. |

# Please enter the DOB or Dividend Bank Details in order to login. If both these details are not recorded with the Depository or Company, please enter the User ID/folio number in the Dividend Bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on the resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of Talwalkars Better Value Fitness Limited.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Non – Individual Shareholders and Custodians:
    - Non – Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 1**

Mrs. Mrunalini Deshmukh was appointed by the Company as a Non-Executive Director w.e.f. 10th September, 2015 pursuant to the provisions of the Companies Act, 2013. Pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint her as an Independent Director. Mrs. Mrunalini Deshmukh is a renowned lawyer practicing over a decade and a half with special expertise in Family Law. Mrs. Deshmukh has completed her LL.B. from Government Law College – Mumbai and LL.M. from the University of Mumbai. She also holds a directorship in Aquamall Water Solutions Ltd.

The Board recommends the resolution for approval of the shareholders by the way of Ordinary resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company, other than Mrs. Mrunalini Deshmukh, being appointee, are concerned or interested in the above respective resolution.

**Item No. 2**

As per Section 180 (1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company. The shareholders of the Company had by a special resolution passed in Annual General Meeting held on 18th September, 2014 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.350 crores, for the business of the company.

However, keeping in view of enhanced requirement of the business, the limit of the borrowing has to be increased from the present limit to Rs.600,00,00,000/- (Rupees Six Hundred Crores only).

The Board recommends the resolution for approval of the shareholders by the way of Special resolution.

None of the Directors, Key Managerial Personnel or Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested or otherwise in the above resolution except to the extent of their shareholding interest.

**Item No. 3**

Pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, the powers to create charge / mortgage / hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures / bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain the approval of the shareholders, by means of a Special Resolution, to enable the Board of Directors of the Company to exercise the aforesaid powers. Standard market terms of long term debt finance include conditions whereby lenders / trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain shareholders approval by way of a Special Resolution under Section 180 (1)(a) of the Act for creation of charges / mortgages / hypothecations for an amount not exceeding Rs.600,00,00,000/- (Rupees Six Hundred Crores only).

The proposed borrowings of the Company may, if necessary, be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of the lenders / holders of securities / trustees for the holders of the said securities as mentioned in the above Resolution. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180 (1)(a) of the Act, for creation of charges / mortgages / hypothecations for an amount not exceeding Rs.600,00,00,000/- (Rupees Six Hundred Crores only).

The Board recommends the Resolution for approval of the shareholders by the way of Special resolution.

None of the Directors, Key Managerial Personnel or Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested or otherwise in the above resolution except to the extent of their shareholding interest.

**Item No. 4**

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, deals with private placement of securities by a Company. It states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain previous approval of its shareholders by the way of special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to enhance long term resources for financing inter alia the ongoing capital expenditure and for general corporate purpose, the Company may offer or invite subscription for non-convertible Debentures upto Rs. 125 Crores, in one or more series/tranches on private placement basis to be made during the financial year 2016-17.

The Board recommends the resolution for approval of the shareholders by the way of Special resolution.

None of the Directors, Key Managerial Personnel or Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested or otherwise in the above resolution except to the extent of their shareholding interest.

By Order of the Board of Directors
**Talwalkars Better Value Fitness Ltd.**

Place: Mumbai
Date: 5th May, 2016




**Avanti Sankav**
**Company Secretary & Compliance officer**

**Registered Office:**
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400026, India.
website: www.talwalkars.net

**Talwalkars Better Value Fitness Limited**
801 - 813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026
Phone no.: +91 22 6612 6300 | Fax no.: +91 22 661 26363 Website: www.talwalkars.net CIN: L92411MH2003PLC140134

Talwalkars
Spreading fitness since 1932

## POSTAL BALLOT FORM

**Sr.No:**

| | | |
|---|---|---|
| **1** | **Name and postal address of the Sole/First named Shareholder** | |
| **2** | **Name(s) of Joint Holder(s), if any** | |
| **3** | **Registered Folio No. / *DP ID - Client ID No. (*Applicable to the shareholders, holding shares in dematerialized form)** | |
| **4** | **Number of Shares held** | |

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution:

| Item No. | Brief Description of Resolutions | No. of Shares held | Please place a tick (√) mark at the appropriate place | |
|---|---|---|---|---|
| | | | I/We assent to the Resolution (Vote in favour) | I/We dissent to the Resolution (Vote against) |
| 1 | Ordinary resolution to appoint Mrs. Mrunalini Deshmukh (DIN: 07092728) as Independent Director of the Company. | | | |
| 2 | Special resolution to approve the borrowing limits upto Rs. 600 crores. | | | |
| 3 | Special resolution to approve creation of charges on the movable and immovable properties of the Company in respect of the borrowings. | | | |
| 4 | Special resolution to approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis. | | | |

SAMPLE

Place: Mumbai
Date: 5th May, 2016

_____
(Signature of Shareholder)

**ELECTRONIC VOTING PARTICULARS**

| EVSN (Electronic Voting Sequence Number) | *Default PAN |
|---|---|
| **160507004** | |

## INSTRUCTIONS

1. A member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postage pre-paid envelope which should be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.

2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form should be signed by the member as per specimen signature registered with the Company / Depository Participant(s). In case the shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.

4. Where the Postal Ballot Form has been signed by the Authorised Representative of a body corporate, Companies, Trusts, Societies etc., a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

5. You are requested to return the duly completed Postal Ballot Form with the assent (for) or dissent (against), in the attached pre-paid envelope so as to reach to the Scrutinizer on or before 5.00 p.m. IST on Saturday, 11th June, 2016 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the members.

6. The Scrutinizer will submit his final report to the Whole-time Director after the completion of the scrutiny and the results of the postal ballot will be announced on Wednesday, 15th June, 2016 at the Registered Office of the Company at 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026.

7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 5 above.

8. Voting shall be reckoned on the paid up capital value of the shares registered in the name of the shareholder(s) on the date of Friday, 6th May, 2016. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer. No other form or photocopy of the Postal Ballot Form will be permitted.

9. Members are requested not to send any paper (other than the resolution/authority as mentioned in the instruction above) along with the Postal Ballot Form in the enclosed self-addressed pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

10. There will be only one Postal Ballot Form for every Folio/Demat Account irrespective of the number of the Joint Member(s).

11. Incomplete, improperly, incorrectly tick marked or unsigned Postal Ballot Form will be rejected.

12. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

13. The date of declaration of the Postal Ballot result will be taken to be the date of passing of the resolutions proposed by the Notice.

14. The right of voting by Postal Ballot shall not be exercised by a Proxy.

15. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

16. Any query in relation to the resolutions proposed to be passed by the Postal Ballot may be addressed to Ms. Avanti Sankav, Company Secretary & Compliance officer of Talwalkars Better Value Fitness Limited at the Registered office of the Company at 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026; Email: avantis@talwalkars.net

SAMPLE

If undelivered please return to :

**LINK**Intime

Link Intime India Pvt. Ltd.

**Unit : TALWALKARS BETTER VALUE FITNESS LIMITED**
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.

SAMPLE

BPC BHANDUP MUMBAI - 78.
BNPL A/C.
NO.MR/DA/NE/29/02
LINK INTIME

Please furnish your PIN CODE,
If not registered with us.

SPEED POST

Reason for Return, Please tick ☐

***Address***

- ☐ Door Locked / Out of Station
- ☐ Left
- ☐ Not Known
- ☐ Not Claimed
- ☐ Expired
- ☐ Refused

***Others***

- ☐ No Such Person
- ☐ No Such Address
- ☐ Insufficient Address

Postage will be paid by addressee

# BUSINESS REPLY ENVELOPE

**BR Permit No. : MH/BY/NE/BR/238/16-17**
**Bhandup (W), P. O., Mumbai - 400 078.**

No Postage Stamp Necessary if posted in India

TO,
**Mr. Bharat Upadhyay**
Scrutinizer
**LINK INTIME INDIA PRIVATE LIMITED**
**Unit : TALWALKARS BETTER VALUE FITNESS LIMITED**
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W),
Mumbai - 400 078.

SAMPLE