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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Date: 12th September, 2015

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 the Listing Agreement, we hereby enclose following containing details of the voting results of the Annual General Meeting held on 10th September, 2015:

1. Report Pursuant to Clause 35A of the Listing Agreement – **(Annexure –A).**
2. Scrutinizer's Report of Voting conducted pursuant to Provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 – **(Annexure –B).**

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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(Annexure –A)

DETAILS OF THE VOTING RESULTS AT ANNUAL GENERAL MEETING AS PER CLAUSE 35A OF LISTING AGREEMENT:

1. Date of the AGM/~~EGM~~: 10th September, 2015

2. Total number of shareholders on record date: 11,979

3. No. of shareholders present in the meeting either in person or through proxy: 74

Promoters and Promoter Group: 7	Public: 67

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

Promoters and Promoter Group: Nil	Public: Nil

5. **Details of the Agenda:**

Resolution No. 1							
Details of Agenda		To receive, consider and adopt the audited financial statement and audited consolidated financial statement of the Company for the financial year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon;					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		**Poll and E-voting**					
Promoter/ public	**No of shares held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No of votes in favour (4)**	**No of votes against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter & Promoter group	11256143	11256143	100%	11256143	0	100%	0%
Public Institutional holders	4042494	3409000	84%	3409000	0	100%	0%
Public-others	14406219	4080510	28%	4080510	0	100%	0%
Total	**29704856**	**18745653**	**63%**	**18745653**	0	**100%**	**0%**

Resolution No. 2							
Details of Agenda		To declare dividend on Equity Shares for the year ended 31st March, 2015;					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		**Poll and E-voting**					
Promoter/ public	**No of shares held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding**	**No of votes in favour (4)**	**No of votes again**	**% of votes in favour on votes polled**	**% of votes against votes polled**

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			shares (3)=[(2)/(1)]* 100		st (5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter & Promoter group	11256143	11256143	100%	11256143	0	100%	0%
Public Institutional holders	4042494	3409000	84%	3409000	0	100%	0%
Public- others	14406219	4583285	32%	4583285	0	100%	0%
Total	**29704856**	**19248428**	**65%**	**19248428**	**0**	**100%**	**0%**

Resolution No. 3							
Details of Agenda		To appoint a Director in place of Mr. Madhukar Talwalkar (DIN: 00341613), who retires by rotation and being eligible, offers himself for re-appointment					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		**Poll and E-voting**					
Promoter/ public	**No of shares held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No of votes in favour (4)**	**No of votes against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)] *100**
Promoter & Promoter group	11256143	11256143	100%	11256143	0	100%	0%
Public Institutional holders	4042494	3409000	84%	3409000	0	100%	0%
Public- others	14406219	1616505	11%	1009386	607119	62%	38%
Total	**29704856**	**16281648**	**55%**	**15674529**	**607119**	**96%**	**4%**

Resolution No. 4							
Details of Agenda		To appoint a Director in place of Mr. Vinayak Gawande (DIN: 00324591), who retires by rotation and being eligible, offers himself for re-appointment					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		**Poll and E-voting**					
Promoter/ public	**No of shares held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)] *100**	**No of votes in favour (4)**	**No of votes against (5)**	**% of votes in favour on votes polled (6)=[(4)/**	**% of votes against on votes polled (7)=[(5)/(2)]*10**

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						(2)]*100	
Promoter & Promoter group	11256143	11256143	100%	11256143	0	100%	0%
Public Institutional holders	4042494	3409000	84%	3409000	0	100%	0%
Public-others	14406219	732702	5%	125558	607144	17%	83%
Total	**29704856**	**15397845**	**52%**	**14790701**	**607144**	**96%**	**4%**

Resolution No. 5							
Details of Agenda		To ratify appointment of M. K. Dandeker & Co.(Firm Registration Number: 000679S), Chartered Accountants, Mumbai as the Statutory Auditors of the Company					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		**Poll and E-voting**					
Promoter/ public	**No of shares held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No of votes in favour (4)**	**No of votes against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter & Promoter group	11256143	11256143	100%	11256143	0	100%	0%
Public Institutional holders	4042494	3409000	84%	3409000	0	100%	0%
Public-others	14406219	4583285	32%	4583260	25	100%	0%
Total	**29704856**	**19248428**	**65%**	**19248403**	**25**	**100%**	**0%**

Resolution No. 6							
Details of Agenda		To Confirm appointment of Mrs. Mrunalini Deshmukh as Director of the Company					
Resolution required (Ordinary / Special)		Ordinary Resolution					
Mode of Voting		**Poll and E-voting**					
Promoter/ public	**No of shares held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No of votes in favour (4)**	**No of votes against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter & Promoter	11256143	11256143	100%	11256143	0	100%	0%

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group							
Public Institutional holders	4042494	3409000	84%	3409000	0	100%	0%
Public-others	14406219	4583285	32%	3976165	607120	87%	13%
Total	**29704856**	**19248428**	**65%**	**18641308**	**607120**	**97%**	**3%**

Resolution No. 7							
Details of Agenda		To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.					
Resolution required (Ordinary / Special)		Special Resolution					
Mode of Voting		**Poll and E-voting**					
Promoter/ public	**No of shares held (1)**	**No of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]* 100**	**No of votes in favour (4)**	**No of votes against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter & Promoter group	11256143	11256143	100%	11256143	0	100%	0%
Public Institutional holders	4042494	3409000	84%	3409000	0	100%	0%
Public-others	14406219	1174285	8%	1174284	1	100%	0%
Total	**29704856**	**15839428**	**53%**	**15839427**	**1**	**100%**	**0%**

For TALWALKARS BETTER VALUE FITNESS LIMITED

Company Secretary

Prabha Sharma
M.Com., FCS, AICWAI
Practising Company Secretary

SCRUTINIZER'S REPORT

To,

The Chairman of the Twelfth (12th) Annual General Meeting of the Equity Shareholders of Talwalkars Better Value Fitness Limited held on Thursday, September 10, 2015 at 11.30 a.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001.

Dear Sir,

I, Ms. Prabha Sharma, Practising Company Secretary, appointed as Scrutinizer vide letter dated 7th May 2015 and resolution dated 8th May 2014 for the purpose of remote e-voting as well the voting through Ballot Paper at the 12th Annual General Meeting (AGM) of Talwalkars Better Value Fitness Limited (hereinafter referred to as the Company) held on Thursday, September 10, 2015 at 11.30 p.m. at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturer's Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001 on agenda items as contained in the Notice dated May 07, 2015, submit my report as under:-

Dispatch of Notice convening the Meeting:

The Company has informed me that, on the basis of the Register of Members and the lists of Beneficiary owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice convening the AGM on 14th August 2015, by email to the Members who had registered their email-ids with depositories/the Company and physical copies through courier to the other Members.

Publication of Notice in the newspapers:

The public advertisement with respect to dispatch of notices and conducting of remote e-voting was published in The Free Press Journal" (English newspaper) and Navshakti



606, Eureka, Hiranandani Estate, Patlipada, Thane (W) 400 607 • Tel.: 40122001 • Email: psa.fcs@gmail.com

(vernacular language newspaper) on 17th August 2015 and 18th August 2015 respectively.

Cut-off date:

The Voting rights were reckoned as on Friday, September 04, 2015, being the Cut-off date for the purpose of deciding the entitlement of Members for the remote e-voting and voting at the AGM.

Remote E-voting:

The Company had made available remote e-voting facility to its Members and the remote e-voting period commenced from 9.00 a.m. on Sunday, September 06, 2015 and ended at 5.00 p.m. on Wednesday, September 09, 2015 and thereafter was blocked by CDSL for e-voting. The Members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary / Special Resolutions, on the e-voting platform provided by CDSL.

Voting at the AGM:

Pursuant to Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, after closure of period of remote e-voting, I referred to the list provided by CDSL containing details of Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held by them.

At the venue of the 12th Annual General Meeting, the Company conducted voting through Ballot Paper for those members present in the meeting but could not participate in the remote e-Voting to record their votes.

PRABHA SHARMA * CCP 2703 *

Process of scrutiny and counting of votes:

One ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me.

After the voting at the AGM was concluded, the locked ballot box was subsequently opened in my presence and in presence of two witnesses and ballot papers were diligently scrutinized. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

- The Votes were reconciled with the records maintained by the Company with respect to the authorizations / proxies lodged with the Company.
- I unblocked the remote e-voting results on the CDSL e-Voting platform before Mr. Mayuresh Gawade and Ms. Neena Bhatia who acted as witnesses, as prescribed in, Sub Rule 4(xii) of the said Rule 20 and downloaded the e-voting results.

Consolidated Voting Results:

The Consolidated Voting Results with respect to each item on the agenda as set out in the notice of the 12th AGM dated 7th May, 2015 is enclosed.

It is observed that 53 (Fifty three) Members had cast their votes through remote e-voting of which votes cast by 5 (five) Members aggregating 4,30,668 (Four lakhs thirty thousand six hundred sixty eight) shares has been considered as invalid since the authorizations were not updated / not authorized and 26 (Twenty six) Members had cast their votes through Ballot Paper at the AGM venue of which 4 (four) Ballot Papers aggregating 502 (Five hundred two) shares has been considered as invalid since the same was not signed by the Member / incorrectly marked.

Based on the aforesaid results, 6(Six) Ordinary Resolutions and 1(One) Special Resolution as contained in Item Nos. 1 to 7 of the Notice dated 07th May, 2015, have been passed with requisite majority.

PRABHA SHARMA

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Prabha Sharma
M.Com., FCS, AICWAI
Practising Company Secretary

List of Members for both, remote e-voting as well as voting at the AGM, containing the details of Members who voted "FOR", "AGAINST" and those whose votes were considered as invalid have been handed over to the Company Secretary who is authorized by the Board, along with all other relevant records.

Thanking You,

Yours Sincerely,

PRABHA SHARMA
PRACTISING COMPANY SECRETARY
MEMBERSHIP No. FCS 3695
COP No. 2603

Prabha Sharma
(Practising Company Secretary**)**

FCS NO.: 3695
CP NO. : 2603
Thane, 11th September 2015

Date: 12.09.2015

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DETAILS OF COMBINED VOTES CAST THROUGH EVOTING AND POLL OF
TALWALKAR BETTER VALUE FITNESS LIMITED AT THE 12TH AGM HELD ON 10TH SEPTEMBER 2015

Res. No.	Resolution	Total Valid Votes	E-voting		Poll		Total				Remark
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(d+f)		(e+g)		
		Shares (d + e + f + g)	Assent/ For (Shares)	Dissent/ Against (Shares)	Assent/ For (Shares)	Dissent/ Against (Shares)	Assent/ For		Dissent/ Against		
							(Shares)	%	(Shares)	%	
	ORDINARY RESOLUTIONS										
1	Adoption of the Audited Financial Statements and Audited Consolidated Financial Statement including Balance Sheet as on 31st March, 2015, the statement of Profit & Loss Account for the year ended on that date and the report of Board of Directors and Auditors thereon.	18745653	17169204	0	1576449	0	18745653	100.00	0	0	**Passed with requisite majority**
2	Declaration of dividend on Equity Shares for the financial year ended 31st March, 2015.	19248428	17671979	0	1576449	0	19248428	100.00	0	0	**Passed with requisite majority**
3	Appointment of Mr. Madhukar Talwalkar (DIN: 00341613) who retires by rotation and being eligible, offers himself for re-appointment	16281648	14098080	607119	1576449	0	15674529	96.27	607119	3.73	**Passed with requisite majority**







4	Appointment of Mr. Vinayak Gawande (DIN: 00324591) who retires by rotation and being eligible, offers himself for re-appointment.	15397845	13216752	607144	1573949	0	14790701	96.06	607144	3.94	Passed with requisite majority
5	To ratify appointment of M. K. Dandekar & Company (Firm registration number: 0006795), Chartered Accountants, Mumbai as the Statutory auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting until conclusion of the 13th Annual General Meeting.	19248428	17671954	25	1576449	0	19248403	100.00	25	0	Passed with requisite majority
6	Confirmation of appointment of Mrs. Mrunalini Deshmukh (DIN 07092728) as Director of the Company.	19248428	17064859	607120	1576449	0	18641308	96.85	607120	3.15	Passed with requisite majority
	SPECIAL RESOLUTIONS										
7	Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.	15839428	14262978	1	1576449	0	15839427	100.00	1	0	Passed with requisite majority