Talwalkars Better Value Fitness Ltd.
Regd. Off.: 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai 400 026
CIN: L92411MH2003PLC140134; Tel.: 6612 6300 Fax: 6612 6363 Website: www.talwalkars.net

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Date: 29th September, 2017

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

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

Dear Sir,

Re: **Talwalkars Better Value Fitness Ltd.; Scrip Symbol: TALWALKARS; Scrip Code: 533200**
Sub: **Submission of Voting Result of Business transacted at 14th Annual General Meeting**

Pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following containing details of Voting Result of the Annual General Meeting held on 28th September, 2017:

1. Voting Results on the resolutions passed in the AGM – **Annexure A**
2. Scrutinizers Report on Voting conducted pursuant to Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure B**

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

Thanking You.

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

Avanti Sankav
Company Secretary

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Voting Results on the resolutions passed in the AGM – Annexure A

Item No. 1: As an Ordinary Resolution

Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon

Out of total 21,427members, 73 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	3953000	69.62	3953000	0	100	0
		Poll		0	0	0	0	0	0
		Total		3953000	69.62	3953000	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		29704856	17273503	58.15	17273500	3	99.99	0.01

Item No. 2: As an Ordinary Resolution

To declare dividend on Equity Shares for the year ended 31st March, 2017

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

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Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

Item No. 3: As an Ordinary Resolution

To appoint a Director in place of Mr. Harsha Bhatkal (DIN: 00283946), who retires by rotation and being eligible, offer himself for re-appointment

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0



2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

Item No. 4: As an Ordinary Resolution

To appoint a Director in place of Mr. Madhukar Talwalkar (DIN: 00341613), who retires by rotation and being eligible, offer himself for re-appointment

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstandl ng shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/ (1)]*100**	**[4]**	**[5]**	**[6]=[(4) /(2)]*10 0**	**[7]=[(5) /(2)]*1 00**
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

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Item No. 5: As an Ordinary Resolution

To ratify appointment of M/s. M. K. Dandeker & Co., Chartered Accountants, Mumbai (Firm Registration No. 000679S) as Statutory Auditors

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	**E-voting**	5677632	4872157	85.81	4872157	**0**	100	0
		Poll		0	0	0	**0**	0	0
		Total		4872157	85.81	4872157	**0**	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

Item No. 6: As a Special Resolution, Special Business

Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

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Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1958105	9806	99.51	0.49
		Total		2936760	21.52	2926952	9808	99.67	0.33
	Grand Totals		**29704856**	**18192660**	**61.24**	**18182852**	**9808**	**99.95**	**0.05**

Item No. 7: Ratification of Special Resolution passed on August 23, 2017
Issuance of Equity Shares on Preferential Basis to persons belonging to promoter group

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0

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2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968845	4	99.99	0.01
		Poll		1967911	14.42	1958105	9806	99.51	0.49
		Total		2936760	21.52	2926950	9810	99.67	0.33
	Grand Totals		**29704856**	**18192660**	**61.24**	**18182850**	**9810**	**99.95**	**0.05**

The abovementioned resolutions are passed with requisite majority as on the date of the 14th Annual General Meeting of the Company.

For Talwalkars Better Value Fitness limited

Avanti Sankav
Company Secretary

Bharat R. Upadhyay & Associates

Company Secretaries

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto; and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Talwalkars Better Value Fitness Limited
801-813, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400 026.

Dear Sir,

1. I, **Bharat R. Upadhyay**, Practicing Company Secretary (FCS: 5436 and CP No. 4457) of Mumbai, have been appointed as a scrutinizer, by the Board of Directors of Talwalkars Better Value Fitness Limited for the purpose of scrutinizing the remote e-voting and ballot voting process at the Annual General Meeting as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice & addendum to the notice of the 14th Annual General Meeting (AGM) of the Shareholders of the Company, held on the September 28, 2017 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 – 400 001.

507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar - West, Mumbai – 400086
Tel.: 91-022-25100718/0698; Email: brupadhyay@hotmail.com

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No.4457

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice & Addendum to the Notice of the 14th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting and ballot voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice & addendum to the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company, and ballot papers made available at the Annual General Meeting.

3. The Company has appointed CDSL, the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Shareholders of the Company from 9.00 a.m. on September 24, 2017 (Sunday) to 5.00 p.m. on September 27, 2017 (Wednesday).

4. The notices sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.

5. As prescribed in the said Rules, the Company has also published an advertisement in newspapers on September 8, 2017 in "The Free Press Journal" (in English) and "Navshakti" (in Marathi) and it carried the required information as specified in the said Rules.

6. The Chairman at the 14th Annual General meeting, held on September 28, 2017, had announced that the members who had not exercised their votes through e-voting may, if they wish to, can exercise their votes by Poll voting at the meeting.

5. The members of the Company as on the "cut-off' date i.e. September 22, 2017 were entitled to vote on the resolutions (item no. 1 to 6) as set out in the notice of the 14th Annual General Meeting as well as on the resolution set out in the Addendum to the notice of 14th Annual General Meeting.

BHARAT R. UPADHYAY & ASSOCIATES
COMPANY SECRETARIES
CP No. 4457

6. The votes cast were unblocked after the AGM in the presence of 2 witnesses, Ms. Hiral Thakkar and Mr. Suyash Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

7. My combined report on the results of voting through e-voting and poll voting at the Annual General Meeting is as under:

BHARAT R. UPADHYAY & ASSOCIATES
COMPANY SECRETARIES
CP No. 4457

Item No. 1: As an Ordinary Resolution

Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon

Out of total 21,427members, 73 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	Mode of voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	3953000	69.62	3953000	0	100	0
		Poll		0	0	0	0	0	0
		Total		3953000	69.62	3953000	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**17273503**	**58.15**	**17273500**	**3**	**99.99**	**0.01**

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No.4457

Item No. 2: As an Ordinary Resolution

To declare dividend on Equity Shares for the year ended 31st March, 2017

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No. 457

Item No. 3: As an Ordinary Resolution

To appoint a Director in place of Mr. Harsha Bhatkal (DIN: 00283946), who retires by rotation and being eligible, offer himself for re-appointment

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP [illegible]

Item No. 4: As an Ordinary Resolution

To appoint a Director in place of Mr. Madhukar Talwalkar (DIN: 00341613), who retires by rotation and being eligible, offer himself for re-appointment

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No 4457

Item No. 5: As an Ordinary Resolution

To ratify appointment of M/s. M. K. Dandeker & Co., Chartered Accountants, Mumbai (Firm Registration No. 000679S) as Statutory Auditors

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1967910	1	99.99	0.01
		Total		2936760	21.52	2936757	3	99.99	0.01
	Grand Totals		**29704856**	**18192660**	**61.24**	**18192657**	**3**	**99.99**	**0.01**

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No.4407

Item No. 6: As a Special Resolution, Special Business

Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968847	2	99.99	0.01
		Poll		1967911	14.42	1958105	9806	99.51	0.49
		Total		2936760	21.52	2926952	9808	99.67	0.33
	Grand Totals		**29704856**	**18192660**	**61.24**	**18182852**	**9808**	**99.95**	**0.05**

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP/[illegible]4407

Item No. 7: Ratification of Special Resolution passed on August 23, 2017

Issuance of Equity Shares on Preferential Basis to persons belonging to promoter group

Out of total 21,427members, 78 members cast their votes by e-voting and 30 by physical Ballot voting at the AGM out of which 6 ballots covering 1074 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Ballot not signed or e) relevant authorization not attached in case of voting by body corporate or f) voted through E-voting as well as Ballot at AGM.

Details for reporting as per Regulation 44(3) of SEBI (LODR) Regulations, 2015									
	Category	**Mode of voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
1	Promoter and Promoter Group	E-voting	10383743	10298743	99.18	10298743	0	100	0
		Poll		85000	0.82	85000	0	100	0
		Total		10383743	100	10383743	0	100	0
2	Public Institutions	E-voting	5677632	4872157	85.81	4872157	0	100	0
		Poll		0	0	0	0	0	0
		Total		4872157	85.81	4872157	0	100	0
3	Public Shareholding (Non-Institutions)	E-voting	13643481	968849	7.10	968845	4	99.99	0.01
		Poll		1967911	14.42	1958105	9806	99.51	0.49
		Total		2936760	21.52	2926950	9810	99.67	0.33
	Grand Totals		**29704856**	**18192660**	**61.24**	**18182850**	**9810**	**99.95**	**0.05**

BHARAT R. UPADHYAY & ASSOCIATES COMPANY SECRETARIES CP No4457

8. Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under remote e-voting and voting done at the AGM through Ballot Paper voting shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Company Secretary.

9. The abovementioned resolutions are deemed to be passed with requisite majority as on the date of the 14th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

Bharat Upadhyay, FCS
Practicing Company Secretary
Scrutinizer
FCS No.: 5436
CP No.: 4457

BHARAT R. UPADHYAY & ASSOCIATES
Company Secretaries
507, Skyline Wealth Space, 5th Floor,
C2 Wing, Skyline Oasis Complex,
Premier Road, Near Vidyavihar Station,
Ghatkopar (W), Mumbai - 400 086.

Date: Mumbai
Place: September 29, 2017

Countersigned

For Talwalkars Better Value Fitness limited

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

Vinayak Gawande
Whole-time Director
DIN: 00324591