

Talwalkars Healthclubs Limited

(Formerly known as Talwalkars Lifestyles Limited)

Regd Office: 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai – 400026.

CIN: U93090MH2016PLC280127; Tel.: 022-2355 6000 Fax: 022-2355 6363

email: investor@talwalkars.net website: www.talwalkarshealthclubs.com

Date: 1st April, 2019

To,

BSE Limited

PhirozeJeejeebhoy 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 Sirs,

Re: **Talwalkars Healthclubs Limited; Scrip Symbol: TALWGYM; Scrip Code: 541545**

Sub: **Notice of Postal Ballot / E-voting**

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot, seeking approval of the members on the business mentioned therein.

Kindly take the same on record.

Thanking you,

For Talwalkars Healthclubs Limited



Avanti Sankav

Company Secretary

Talwalkars Healthclubs Limited

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including amendment thereof, Secretarial Standard-2 on General Meetings (SS-2) and other applicable laws, Rules and Regulations, if any, Talwalkars Healthclubs Limited (the “Company”) hereby seeks your approval by way of Postal Ballot in respect of the following special business.

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for voting are annexed to this Notice of Postal Ballot (“the Notice”).

- 1. Appointment of the Statutory Auditor to fill casual vacancy and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014) and other rules made thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of Audit Committee to the Board of Directors and the recommendation made by the Board of Directors, consent of the Members be and is hereby accorded to appoint M/s. SGCO & Co. LLP, Chartered Accountants (Firm Registration No. 112081W/W100184) as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Lakdawala & Associates, Chartered Accountants (Firm Registration No. 105518W) and that M/s. SGCO & Co. LLP, Chartered Accountants shall hold the office upto the conclusion of the ensuing Annual General Meeting and conduct the Statutory Audit for the financial year ending 31st March, 2019 at such remuneration as may be decided by the Board of Directors in consultation with the Auditor.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company.”

- 2. Addition to the Main Object of Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 read with the applicable rules and regulations made thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals,

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permissions and sanctions of Registrar of Companies and other appropriate authorities or bodies, if necessary, consent of the members of the Company be and is hereby accorded to add the following sub-clause as 2 in 3rd (a) The objects to be pursued by the company on its incorporation:

2. To invest and deal in current or deposits account with banks or moveable properties, shares, stocks, bonds, units of mutual funds, debentures, obligations or other securities of Companies or associations or firms, having the same or similar business as that of the Company or in the mortgage in immoveable properties of any tenure or on the pledge of moveable property in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company.”

For **Talwalkars Healthclubs Limited**

Place: Mumbai

Date: 12th February, 2019

Anant Gawande

Director

DIN: 00324734

Registered Office:

801-813, Mahalaxmi Chambers,

22, Bhulabhai Desai Road,

Mumbai - 400026, India.

Website: www.talwalkarshealthclubs.com

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts is annexed hereto.
2. Please read the instructions/notes, are an integral part of this Notice, before exercising the vote.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1:

M/s. Lakdawala & Associates, Chartered Accountants have tendered their resignation from the position of Statutory Auditors on account of lack of necessary infrastructural facilities to cater to the audit requirements of the Company which has pan India presence, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged in section 139(8) of the Companies Act, 2013 ("Act"). Board proposes that M/s. SGCO & Co. LLP, Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy.

M/s. SGCO & Co. LLP, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested in the resolution set out at Item no. 1 except to the extent of their shareholding interest.

Your Board recommends the Ordinary Resolution set out at Item no. 1 of the Notice for approval by the Members.

Item No. 2:

The Board, at its meeting held on 12th February, 2019, has approved the alteration of the Memorandum of Association the Company by adding a new clause as the objects to be pursued by the company on its incorporation. The Company's business is in the line of the objects mentioned therein the Memorandum of Association (MOA). The Board now seeks Members' approval for the same.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of conclusion of Postal Ballot.

None of the Directors, Key Managerial Personnel or Relatives of the Directors/Key Managerial Personnel of the Company is concerned or interested in the resolution set out at Item no. 2 except to the extent of their shareholding interest.

Your Board recommends the Special Resolution set out at Item no. 2 of the Notice for approval by the Members.

For Talwalkars Healthclubs Limited

Place: Mumbai

Date: 12th February, 2019

Registered Office:

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Website: www.talwalkarshealthclubs.com

Anant Gawande

Director

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Notes/Instructions

1. The Notice of Postal Ballot (“Notice”) is being sent to all the members, whose names appear in the Register of Members/ Beneficial position maintained by the depositories as on Friday, 22nd March, 2019 (“cut-off date”) and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Members/Beneficial owners as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. Notice is being sent in electronic form to the members who have registered their e-mail addresses with the Depositories and others are being sent the Notice through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed Business Reply Envelope. 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 ‘investor@talwalkars.net’.
2. There will be one Postal Ballot Form / e-voting for every folio / Client ID irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member or his duly authorized attorney registered with the Company and in his absence by the next named member.
3. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with a proof of their authorization.
4. The Board of Directors have appointed Mr. Bharat Upadhyay (FCS No. 5436, C.P. No. 4457) Company Secretary as the scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
5. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. E-voting is the optional facility available to members.
6. The members can opt for only one mode of voting i.e. through physical Postal Ballot or e-voting. In case, members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
7. The period for voting through physical Postal Ballot and e-voting starts from Tuesday, 2nd April, 2019 at 9:00 a.m. and ends on Wednesday, 1st May, 2019 at 5:00 p.m. and any physical Postal Ballot received thereafter shall not be considered and e-voting shall be disabled by NSDL thereafter.
8. The Scrutinizer’s decision on the validity of a physical Postal Ballot/e-voting will be final.
9. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report. The result of the Postal Ballot would be announced by the Chairman or any other Director authorized by

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him on Thursday, 2nd May, 2019 on or before 6:30 p.m. at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on 1st May, 2019, being the last date specified for receipt of duly completed Postal Ballot Forms/e-voting.

10. The said results along with the Scrutinizer's report would be displayed at the Notice Board of the Company at its Registered Office, hosted at website of the Company i.e. www.talwalkarshealthclubs.com and on the website of NSDL. The results will be intimated to the Stock Exchanges within the prescribed time where the Company's shares are listed and will also be published in the newspaper.
11. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Friday) between 11:00 a.m. and 1:00 p.m. from the date of dispatch of Notice upto the date of declaration of results of Postal Ballot/e-voting.

12. PROCESS FOR MEMBERS OPTING FOR E-VOTING

Step 1 : Log-in to NSDL e-Voting system

- a. Launch internet browser by typing the URL : <https://www.evoting.nsdl.com/>.
- b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. Enter the login credentials (i.e. User ID, Password and a Verification Code as shown on the screen). Your DP ID/ Client ID will be your User ID.
For Members holding shares in Physical Form, USER ID will be EVEN Number followed by Folio Number registered with the company.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login.
- d. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are unable to retrieve or have not received the "Initial Password", Click on "[Forgot User Details/Password?](#)". If you are still unable to get the password, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- f. Now, you will have to click on "Login" button.
- g. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- a. After successful login, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies using NSDL e-voting platform and whose voting cycle is active.
- c. Select "EVEN" of Talwalkars Healthclubs Limited.

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- d. Cast your vote by selecting appropriate options on the Voting Page i.e. “FOR/Assent” or “AGAINST/Dissent”, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e. Upon confirmation, the message “Vote cast successfully” will be displayed.
- f. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- g. Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to brupadhyay@hotmail.com with a copy marked to evoting@nsdl.co.in.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

13. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

14. The e-voting period commences on 2nd April, 2019 (9:00 am) and ends on 1st May, 2019 (5:00 pm).
The e-voting module shall be disabled for voting thereafter.

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POSTAL BALLOT FORM

Serial No:

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

I/We hereby exercise my/our vote in respect of the 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 resolutions:

Item No.	Brief Description of Resolutions	No. of Shares	Please place a tick (v) 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 the Statutory Auditor to fill casual vacancy			
2	Special resolution to add to the Main Object of Memorandum of Association of the Company			

Place: Mumbai

Date: 12th February, 2019

(Signature of Shareholder)

EVS N (Electronic Voting Sequence Number)	*Default PAN

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 Wednesday, 1st May, 2019 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 Director after the completion of the scrutiny and the results of the postal ballot will be announced on Thursday, 2nd May, 2019 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, 22nd March, 2019. 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 resolutions.
13. The right of voting by Postal Ballot shall not be exercised by a Proxy.
14. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
15. 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 Healthclubs Limited at the Registered office of the Company at 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026; Email: avantis@talwalkars.net