Talwalkars Better Value Fitness Ltd.

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Talwalkars
Spreading fitness since 1922

ADDENDUM TO NOTICE OF POSTAL BALLOT

Dear Member(s),

This is to inform you, in respect of Item No.1 *(To issue the Securities under the provisions of Sections 23, 42 and 62(1)(c) the Companies Act, 2013)* that the highlighted text herein below was not printed inadvertently in the Notice and Explanatory Statement of Postal Ballot dated 8th April, 2015. Intimation in this respect has already been sent to you, to consider the same while voting on said resolution.

Paragraph 2 of Special Resolution for Item No. 1 of the Notice shall appear as under:

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations. **However, the Board may, in its absolute discretion in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.**

Paragraph 4 of Explanatory Statement to Item No. 1 of the Notice shall appear as under:

The pricing of the Securities to be issued to qualified institutional buyers pursuant to the chapter VIII of SEBI ICDR Regulations shall be determined by the Board of Directors and/or Committee subject to such a price not being less than the price calculated in accordance with the SEBI ICDR Regulations. **However, the Board may, in its absolute discretion in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.**

For Talwalkars Better Value Fitness Limited