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: 10th September, 2016

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 Limited; Scrip Symbol: TALWALKARS; Scrip Code: 533200**
Sub: **Submission of the details of the voting results at the Annual General Meeting.**

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose following containing details of the voting results of the Annual General Meeting held on 8th September, 2016:

1. Voting Result on the resolutions passed in the AGM held on 8th September, 2016 – **(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 record and acknowledge 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

ANNEXURE-A

TALWALKARS BETTER VALUE FITNESS LTD.

801-813, MAHALAXMI CHAMBERS,
22, BHULABHAI DESAI ROAD,
MUMBAI - 400 026.

Annexure-A

DETAILS OF THE VOTING RESULTS AT ANNUAL GENERAL MEETING HELD ON 8TH SEPTEMBER, 2016

Date of the AGM/~~EGM~~	8th September, 2016
Total number of shareholders on record date	16355
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Promoters and Promoter Group: 7; Public: 59
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Promoters and Promoter Group: Nil; Public: Nil

Agenda- Wise Disclosure

Resolution No: 1	
Details of Agenda	Adoption of the Audited Financial Statements and Audited Consolidated Financial Statement including Balance Sheet as on 31st March, 2016 the statement of Profit & Loss Account for the year ended on that date and the report of Board of Directors and Auditors thereon.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	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 and Promoter Group	E-Voting	11,283,743	11,283,743	100.00	11,283,743	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**11,283,743**	**11,283,743**	100.00	**11,283,743**	-	100.00	-
Public- Institutions	E-Voting	5,303,650	3,409,000	64.28	3,409,000	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**5,303,650**	**3,409,000**	64.28	**3,409,000**	-	100.00	-
Public- Non Institutions	E-Voting	13,117,463	15,421	0.12	15,396	25	99.84	0.16
	Poll		1,579,011	-	1,579,011	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**13,117,463**	**1,594,432**	12.16	**1,594,407**	**25**	99.99	0.01
Total		**29,704,856**	**16,287,175**	54.83	**16,287,150**	**25**	99.99	0.01



TALWALKARS BETTER VALUE FITNESS LTD.

801-813, MAHALAXMI CHAMBERS,
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MUMBAI - 400 026.

Resolution No: 2								
Details of Agenda			Declaration of dividend on Equity Shares for the financial year ended 31st March, 2016.					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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 and Promoter Group	E-Voting	11,283,743	11,283,743	100.00	11,283,743	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**11,283,743**	**11,283,743**	100.00	**11,283,743**	-	100.00	-
Public- Institutions	E-Voting	5,303,650	4,343,008	81.89	4,343,008	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**5,303,650**	**4,343,008**	81.89	**4,343,008**	-	100.00	-
Public- Non Institutions	E-Voting	13,117,463	15,421	0.12	15,421	-	100.00	-
	Poll		1,579,011	-	1,579,011	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**13,117,463**	**1,594,432**	12.16	**1,594,432**	-	100.00	-
Total		**29,704,856**	**17,221,183**	57.97	**17,221,183**	-	100.00	-

TALWALKARS BETTER VALUE FITNESS LTD. MUMBAI

TALWALKARS BETTER VALUE FITNESS LTD.

801-813, MAHALAXMI CHAMBERS,
22, BHULABHAI DESAI ROAD,
MUMBAI - 400 026.

Resolution No: 3								
Details of Agenda			Appointment of Mr. Girish Talwalkar (DIN: 00341675) who retires by rotation and being eligible, offers himself for re-appointment					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	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 and Promoter Group	E-Voting	11,283,743	8,307,763	73.63	8,307,763	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**11,283,743**	**8,307,763**	73.63	**8,307,763**	-	100.00	-
Public- Institutions	E-Voting	5,303,650	4,343,008	81.89	4,343,008	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**5,303,650**	**4,343,008**	81.89	**4,343,008**	-	100.00	-
Public- Non Institutions	E-Voting	13,117,463	15,421	0.12	15,396	25	99.84	0.16
	Poll		1,579,011	-	1,579,011	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**13,117,463**	**1,594,432**	12.16	**1,594,407**	-	99.99	0.01
Total		**29,704,856**	**14,245,203**	47.96	**14,245,178**	**25**	**99.99**	**0.01**



TALWALKARS BETTER VALUE FITNESS LTD.

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22, BHULABHAI DESAI ROAD,
MUMBAI - 400 026.

Resolution No: 4								
Details of Agenda			Appointment of Mr. Anant Gawande (DIN: 00324734) who retires by rotation and being eligible, offers himself for re-appointment.					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	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 and Promoter Group	E-Voting	11,283,743	7,423,960	65.79	7,423,960	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**11,283,743**	**7,423,960**	65.79	**7,423,960**	-	100.00	-
Public- Institutions	E-Voting	5,303,650	4,343,008	81.89	4,343,008	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**5,303,650**	**4,343,008**	81.89	**4,343,008**	-	100.00	-
Public- Non Institutions	E-Voting	13,117,463	15,421	0.12	15,396	25	99.84	0.16
	Poll		1,579,011	-	1,579,011	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**13,117,463**	**1,594,432**	12.16	**1,594,407**	**25**	99.99	0.01
Total		**29,704,856**	**13,361,400**	44.98	**13,361,375**	**25**	99.99	0.01



TALWALKARS BETTER VALUE FITNESS LTD.

801-813, MAHALAXMI CHAMBERS,
22, BHULABHAI DESAI ROAD,
MUMBAI - 400 026.

Resolution No: 5								
Details of Agenda			To appoint M. K. Dandekar & Company (Firm registration number: 000679S), 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 18th Annual General Meeting.					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**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 and Promoter Group	**E-Voting**	11,283,743	11,283,743	100.00	11,283,743	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**11,283,743**	**11,283,743**	100.00	**11,283,743**	-	100.00	-
Public- Institutions	**E-Voting**	5,303,650	4,343,008	81.89	4,343,008	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**5,303,650**	**4,343,008**	81.89	**4,343,008**	-	100.00	-
Public- Non Institutions	**E-Voting**	13,117,463	15,421	0.12	15,396	25	99.19	0.16
	Poll		1,579,011	-	1,579,011	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**13,117,463**	**1,594,432**	12.16	**1,594,407**	**25**	99.99	0.01
Total		**29,704,856**	**17,221,183**	57.97	**17,221,158**	**25**	99.99	0.01



TALWALKARS BETTER VALUE FITNESS LTD.

801-813, MAHALAXMI CHAMBERS,
22, BHULABHAI DESAI ROAD,
MUMBAI - 400 026.

Resolution No: 6								
Details of Agenda			Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.					
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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 and Promoter Group	E-Voting	11,283,743	11,283,743	100.00	11,283,743	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**11,283,743**	**11,283,743**	100.00	**11,283,743**	-	100.00	-
Public- Institutions	E-Voting	5,303,650	4,343,008	81.89	4,343,008	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**5,303,650**	**4,343,008**	81.89	**4,343,008**	-	100.00	-
Public- Non Institutions	E-Voting	13,117,463	15,421	0.12	7,801	7,620	50.59	49.41
	Poll		1,579,011	-	1,573,691	5,320	99.66	0.34
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**13,117,463**	**1,594,432**	12.16	**1,581,492**	**12,940**	99.19	0.81
Total		**29,704,856**	**17,221,183**	57.97	**17,208,243**	**12,940**	99.92	0.08

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For Talwalkars Better Value Fitness Ltd

Avanti Sankav
Company Secretary

ANNEXURE-B

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

SCRUTINIZER'S REPORT

To,

The Chairman of the Thirteenth (13th) Annual General Meeting of the Equity Shareholders of Talwalkars Better Value Fitness Limited held on Thursday, September 8, 2016 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 5th May 2016 for the purpose of remote e-voting as well the voting through Ballot Paper at the 13th Annual General Meeting (AGM) of Talwalkars Better Value Fitness Limited (hereinafter referred to as the Company) held on Thursday, September 8, 2016 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 on agenda items as contained in the Notice dated May 05, 2016, 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 13th August 2016, 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 (vernacular language newspaper) on 17th August 2016.

PRABHA SHARMA ★ COP 2603 ★

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

Cut-off date:

The Voting rights were reckoned as on Friday, September 02, 2016, 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 04, 2016 and ended at 5.00 p.m. on Wednesday, September 07, 2016 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 13th 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.

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 13th AGM dated 5th May, 2016 is enclosed.

It is observed that 51 (fifty one) Members had cast their votes through remote e-voting 16 (Sixteen) Members had cast their votes through Ballot Paper at the AGM venue of which 2 (Two) Ballot Papers aggregating 3 (three) shares has been considered as invalid since there was mismatch in signature.

Based on the aforesaid results, 5(five) Ordinary Resolutions and 1(One) Special Resolution as contained in Item Nos. 1 to 6 of the Notice dated 05th May, 2016, have been passed with requisite majority.

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.

Prabha Sharma
(Practising Company Secretary)

FCS NO.: 3695
CP NO. : 2603
Thane, 9th September 2016

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

For TALWALKARS BETTER VALUE FITNESS LIMITED

Chairman/Managing Director/Director

DETAILS OF COMBINED VOTES CAST THROUGH EVOTING AND POLL OF
TALWALKAR BETTER VALUE FITNESS LIMITED AT THE 13TH AGM HELD ON 8TH SEPTEMBER 2016

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, 2016 the statement of Profit & Loss Account for the year ended on that date and the report of Board of Directors and Auditors thereon.	16287175	14708139	25	1579011	0	16287150	100.00	25	0.000153	**Passed with requisite majority**
2	Declaration of dividend on Equity Shares for the financial year ended 31st March, 2016.	17221183	15642172	0	1579011	0	17221183	100.00	0	0	**Passed with requisite majority**

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

3	Appointment of Mr. Girish Talwalkar (DIN: 00341675) who retires by rotation and being eligible, offers himself for re-appointment	14245203	12666167	25	1579011	0	14245178	100.00	25	0.000175	Passed with requisite majority
4	Appointment of Mr. Anant Gawande (DIN: 00324734) who retires by rotation and being eligible, offers himself for re-appointment.	13361400	11782364	25	1579011	0	13361375	100.00	25	0.000187	Passed with requisite majority
5	To appoint M. K. Dandekar & Company (Firm registration number: 000679S), 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 18th Annual General Meeting.	17221183	15642147	25	1579011	0	17221158	100.00	25	0.000145	Passed with requisite majority
	SPECIAL RESOLUTION										
6	Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.	17221183	15634552	7620	1573691	5320	17208243	99.92	12940	0.075140	Passed with requisite majority

For TALWALKARS BETTER VALUE FITNESS LIMITED

Chairman/Managing Director/Director

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