



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

Date: 23rd March, 2017

To,
BSE Limited
Phiroze Jeejeebhoy 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 Sir,

Re: Talwalkars Better Value Fitness Ltd.; Scrip Symbol: TALWALKARS; Scrip Code: 533200
Sub: Filing of specimen Postal Ballot Form

We enclose herewith specimen Postal Ballot Form for the Postal Ballot to be conducted pursuant to provisions Sections 110 and 230(4) of the Companies Act, 2013 read with the relevant rules made there-under.

Kindly take the same on your record.

Thanking You.

Yours faithfully,
For Talwalkars Better Value Fitness Ltd.



Avanti Sankav
Company Secretary & Compliance Officer



TALWALKARS BETTER VALUE FITNESS LIMITED

CIN: L92411MH2003PLC140134

Registered Office: 801-813, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai- 400026

Tel No.: 66126300, **Fax No.:** 66126363, **Website:** www.talwalkars.net; **Email:** ig@talwalkars.net

Pursuant to Section 110 and 230(4) of the Companies Act, 2013 read with Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

POSTAL BALLOT FORM

Serial No.:

Name and Registered Address of Sole /First named Shareholder(s) (In Block letters)	
Name(s) of the Joint Shareholder(s) if any	
Folio No. / DPID No. * / Client ID No.* (*Applicable to shareholders holding shares in dematerialised form)	
Number of Shares held	

I / We hereby exercise my / our vote in respect of the following Resolution as Special Business stated in the Notice of Postal Ballot and E-voting of the Company dated 14th March, 2017, by recording my / our consent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

Resolution	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
To approve the proposed arrangement embodied in the Scheme of Arrangement between Talwalkars Better Value Fitness Limited and Talwalkars Lifestyles Limited and their respective Shareholders.			

Place:

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULAR

EVSN (Electronic Voting Sequence Number)	*Default PAN
170316001	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: 1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last date of receipt of Postal Ballot Form on or before 26th April, 2017 @ 5.00 pm.

INSTRUCTIONS

1. Please read instructions for e-voting as mentioned in the Notice of Postal Ballot and E-voting dated 14th March, 2017 before exercising the votes.
2. Shareholder(s) who do not have access to e-voting facility, can exercise their votes by filling this Postal Ballot Form pursuant to Section 110 and 230(4) of the Companies Act, 2013 read with Rule 9 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Shareholders may fill up the Postal Ballot Form printed overleaf (no other form or photocopy of the form will be permitted) and submit the same in the attached self-addressed business reply envelope to Mr. Bharat Upadhyay, Practicing Company Secretary (the Scrutinizer), C/o Link India India Pvt. Ltd., (Unit: Talwalkars Better Value Fitness Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, so as to reach **by 5.00 PM on 26th April, 2017**. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if sent by courier / registered post at the expenses of the shareholder will also be accepted.

3. This Postal Ballot Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depositories). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
4. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
5. In case the shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
6. A Shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
7. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 10th March, 2017.
8. There will be only one Postal Ballot Form for every Folio / DP-Client ID irrespective of number of joint shareholder(s).
9. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The decision of the Scrutinizer on the validity of the Postal Ballot Form will be final.
10. The Scrutinizer will submit his report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of the conclusion of the Postal Ballot. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.talwalkars.net and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited/National Stock Exchange of India Limited.
11. A Member may request for a Duplicate Postal Ballot Form from the Company / Registrar, if so required however, the duly filled in Duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 2.